WILLIAMSON MAGOR & CO. LIMITED

Corporate Identity Number (CIN) : L01132WB1949PLC017715
REGISTERED OFFICE : FOUR MANGOE LANE, SURENDRA MOHAN GHOSH SARANI, KOLKATA - 700 001
TELEPHONE : 033-2210-1221, 2243-5391, 2248-9434, 2248-9435, FAX : 91-33-2248-3683 / 8114 / 6265
E-mail : administrator@wmg.co.in, Website : www.wmtea.com

27th August 2018

The Secretary,
Bombay Stock Exchange Ltd.,
P.J. Towers, Dalal Street,
MUMBAI-400 001.
Scrip Code: 519224

The Secretary,
National Stock Exchange
of India Ltd.,
Exchange Plaza,
5th Floor,
Plot No.C/1,G Block,
Bandra-Kurla Complex,
Bandra (E),
MUMBAI-400 051.
Scrip Code: WILLAMAGOR

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

Dear Sir,

NOTICE CONVENING THE SIXTY SEVENTH ANNUAL GENERAL MEETING OF THE COMPANY

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Notice convening the Sixty Seventh Annual General Meeting of the Members of the Company scheduled to be held on 18th September 2018 at Kolkata alongwith the E-voting instructions, Proxy Form and Attendance Slip for your information and record.

Please acknowledge receipt.

Thanking you.

Yours faithfully,
WILLIAMSON MAGOR & CO. LIMITED

(H. U. SANGHAVI)
COMPANY SECRETARY

Encl: as above

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

Notice is hereby given that the Sixty Seventh Annual General Meeting of the Members of the Company will be held on Tuesday, 18th September, 2018 at 11.00 a.m. at the Williamson Magor Hall of The Bengal Chamber of Commerce and Industry, 6, Netaji Subhas Road, Kolkata-700001 to transact the following business:

ORDINARY BUSINESS :

1. To consider and adopt the:-
   a. Audited Financial Statements of the Company for the financial year ended 31st March 2018 and the Reports of the Board of Directors and the Auditors thereon;
   b. Audited Consolidated Financial Statements for the said financial year and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. R. S. Jhawar (holding DIN 00023792), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :

3. To consider and if thought fit to pass the following Resolution as a **Special Resolution**:

   "RESOLVED THAT in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members be and is hereby accorded to Mr. B. M. Khaitan (DIN: 00023771), to continue as a Non-Executive Director and Chairman of the Company."

4. To consider and if thought fit to pass the following Resolution as a **Special Resolution**:

   "RESOLVED THAT in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members be and is hereby accorded to Mr. R. S. Jhawar (DIN: 00023792), to continue as a Non-Executive Director of the Company."

5. To consider and if thought fit to pass the following Resolution as a **Special Resolution**:

   "RESOLVED THAT in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members be and is hereby accorded to Mr. T. R. Swaminathan (DIN: 00469558), to continue as a Non-Executive Independent Director of the Company."

6. To consider and if thought fit to pass the following Resolution as a **Special Resolution**:

   "RESOLVED THAT in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members be and is hereby accorded to Dr. R. Srinivasan (DIN: 00003968), to continue as a Non-Executive Independent Director of the Company."

7. To consider and if thought fit to pass the following Resolution as a **Special Resolution**:

   "RESOLVED THAT in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members be and is hereby accorded to Mr. G. Momen (DIN: 00402662), to continue as a Non-Executive Independent Director of the Company."

8. To consider and if thought fit to pass the following Resolution as a **Special Resolution**:

   "RESOLVED THAT in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members be and is hereby accorded to Mr. H. M. Parekh (DIN: 00026530), to continue as a Non-Executive Independent Director of the Company."

By Order of the Board
Williamson Magor & Co. Limited

H. U. Sanghavi
Company Secretary

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

Date: 10th August, 2018

NOTES

a) A Member entitled to attend and vote at the Annual General Meeting may appoint a Proxy to attend and vote thereat instead of himself. 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 -700001 not less than forty-eight hours before the Meeting.

In terms of Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such persons shall not act as a proxy for any other person or shareholder.

b) The Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Items of Special Business is annexed hereto.

c) 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 re-appointed is annexed.

d) The Register of Members and Share Transfer Books of the Company will remain closed from 12th September, 2018 to 18th September, 2018 (both days inclusive).

e) 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.

f) The Securities and Exchange Board of India (SEBI) has mandated by its Circular dated 20th April 2018 for submission of Permanent Account Number (PAN) and Bank details together with an original cancelled cheque leaf/attested Bank Pass Book showing the name of Account Holder to the Registrar and Share Transfer Agent (RTA) of the Company by all the security holders holding securities in physical form.

To facilitate the above, a letter from the RTA enclosing a Form where the above particulars are to be provided is being sent with this Notice to the Members who hold the shares in physical form. The said Members are requested to promptly submit the required information and documents asked for to Maheshwari Datamatics Private Limited, Registrar and Share Transfer Agent of the Company.

g) SEBI has recently amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by its notification dated 8th June, 2018 providing that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a Depository. This provision shall come into force on the one hundred and eightieth day from the date of publication of the notification in the Official Gazette.

In view of the above, the Shareholders holding shares of the Company in physical mode are requested to get their shares dematerialized at an early date.

h) 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 transaction. 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 transaction 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:

i) Deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholder(s).

ii) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.

iii) 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.

i) A Member desirous of getting any information on the accounts or operations 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.

j) Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

k) Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

l) In case joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

m) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Maheshwari Datamatics Private Limited, for consolidation into a single folio.

n) **Instructions on Voting:** In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the Members to exercise their votes electronically (remote e-voting) through electronic voting service facility arranged by Central Depository Services (India) Limited (CDSL). The facility for voting, through ballot paper, will also be made available at the AGM and the Members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through Ballot Paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are given in a separate sheet attached hereto forming part of the Notice.

o) The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of 11th September, 2018. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and is holding shares as on the cut-off date i.e. 11th September 2018, may obtain the login ID and password by sending a request at mdpldc@yahoo.com or skchaubey@mdpl.in.

p) The Notice of the AGM and instructions for e-voting along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all Members whose email addresses are registered with the Company / Depository Participant(s), unless a Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.

q) Members may also note that the Notice of the AGM and the Annual Report 2017-18 will be available on the Company's website, www.wmtea.com

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 3

At the Sixty Fourth Annual General Meeting of the Company held on 18th August, 2015, the Members had approved the re-appointment of Mr. B. M. Khaitan as a Director of the Company in accordance with Section 152 of the Companies Act, 2013 ('the Act') and Article 100 of the Articles of Association of the Company.

In terms of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on May 9, 2018 which will take effect from 1st April, 2019, consent of the Members by way of a Special Resolution is required for the continuation of the directorship after 31st March, 2019 of a Non-Executive Director who has attained the age of seventy five years.

In view of the above, Mr. B. M. Khaitan's continuation as a Non-Executive Director and Chairman of the Company requires the approval of Members by way of a Special Resolution since Mr. Khaitan has already attained the age of 75 years.

Mr. Khaitan is a renowned industrialist, having rich and varied experience in leading diverse industries and has been associated with the Tea Industry for more than five decades. He has been on the Board of the Company since 31st January, 1975 and he fulfills the conditions specified in the Act, the rules made thereunder for appointment as a Non-Executive Director. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. B. M. Khaitan as a Non-Executive Director and Chairman of the Company whose period of office shall continue to be determined by retirement by rotation. Accordingly, the Board recomends the resolution set out in Item no 3 by way of a Special Resolution for approval of the Members.

Except Mr. B. M. Khaitan and his relatives, none of the Directors or Key Managerial Personnel of the Company & their relatives are concerned or interested, financially or otherwise in the resolution set out at Item no 3.

ITEM NO. 4

At the Sixty Third Annual General Meeting of the Company held on 10th September, 2014, the Members had approved the re-appointment of Mr. R. S. Jhawar as a Director of the Company in accordance with Section 152 of the Companies Act, 2013 ('the Act') and Article 100 of the Articles of Association of the Company.

Consequent to the amendment as mentioned under Item No. 3 above Mr. R. S. Jhawar's continuation as a Director requires the approval of Members through Special Resolution since Mr. Jhawar has already attained the age of 75 years.

Mr. Jhawar has been associated with Williamson Magor Group in various capacities for about five decades and has held senior positions in various fields. He has been on the Board of the Company since 4th May, 2001 and he fulfils the conditions specified in the Act, the rules made thereunder for appointment as a Non-Executive Director. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. R. S. Jhawar as a Non-Executive Director of the Company. Accordingly, the Board recomends the resolution set out in Item no 4 by way of a Special Resolution for approval of the Members.

Except Mr. R. S. Jhawar and his relatives, none of the Directors or Key Managerial Personnel of the Company & their relatives are concerned or interested, financially or otherwise in the resolution set out at Item no 4.

ITEM NO. 5

Consequent to the amendment as mentioned under Item No. 3 above Mr. T. R. Swaminathan's continuation as a Director requires the approval of Members through Special Resolution since Mr. T. R. Swaminathan has already attained the age of 75 years.

In the opinion of the Board of Directors of the Company, Mr. T. R. Swaminathan fulfills the conditions specified in the Act, the rules made thereunder and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for continuation as a Non-Executive Independent Director and has relevant experience and expertise for him to be appointed as a Non-Executive Independent Director of the Company. He has been on the Board of the Company since 11th September, 1985 and the Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. T. R. Swaminathan as a Non-Executive Independent Director of the Company. Accordingly, the Board recomends the resolution set out in Item no 5 by way of a Special Resolution for approval of the Members.

Except Mr. T. R. Swaminathan and his relatives, none of the Directors or Key Managerial Personnel of the Company & their relatives are concerned or interested, financially or otherwise in the resolution set out at Item no 5.

ITEM NO. 6

Consequent to the amendment as mentioned under Item No. 3 above Dr. R. Srinivasan's continuation as a Director requires the approval of Members by way of a Special Resolution since Dr. R. Srinivasan has already attained the age of 75 years.

In the opinion of the Board of Directors of the Company, Dr. R. Srinivasan fulfills the conditions specified in the Act, the rules made thereunder and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for continuation as a Non-Executive Independent Director and has relevant experience and expertise for him to be appointed as a Non-Executive Independent Director of the Company. He has been on the Board of the Company since 29th March, 2005 and the Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Dr. R. Srinivasan as a Non-Executive Independent Director of the Company. Accordingly, the Board recomends the resolution set out in Item no 6 by way of a Special Resolution for approval of the Members.

Except Dr. R. Srinivasan and his relatives, none of the Directors or Key Managerial Personnel of the Company & their relatives are concerned or interested, financially or otherwise in the resolution set out at Item no 6.

ITEM NO. 7

Consequent to the amendment as mentioned under Item No. 3 above Mr. G. Momen's continuation as a Director requires the approval of Members by way of a Special Resolution since Mr. G. Momen has already attained the age of 75 years.

In the opinion of the Board of Directors of the Company, Mr. G. Momen fulfills the conditions specified in the Act, the rules made thereunder and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for continuation as a Non-Executive Independent Director and has relevant experience and expertise for him to be appointed as a Non-Executive Independent Director of the Company. He has been on the Board of the Company since 29th March, 2005 and the Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. G. Momen as a Non-Executive Independent Director of the Company. Accordingly, the Board recomends the resolution set out in Item no 7 by way of a Special Resolution for approval of the Members.

Except Mr. G. Momen and his relatives, none of the Directors or Key Managerial Personnel of the Company & their relatives are concerned or interested, financially or otherwise in the resolution set out at Item no 7.

ITEM NO. 8

Consequent to the amendment as mentioned under Item No. 3 above Mr. H. M. Parekh's continuation as a Director requires the approval of Members by way of a Special Resolution since Mr. Parekh has already attained the age of 75 years.

In the opinion of the Board of Directors of the Company, Mr. H. M. Parekh fulfills the conditions specified in the Act, the rules made thereunder and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for continuation as a Non-Executive Independent Director and has relevant experience and expertise for him to be appointed as a Non-Executive Independent Director of the Company. He has been on the Board of the Company since 30th March, 2009 and the Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. H. M. Parekh as a Non-Executive Independent Director of the Company. Accordingly, the Board recomends the resolution set out in Item no 8 by way of a Special Resolution for approval of the Members.

Except Mr. H. M. Parekh and his relatives, none of the Directors or Key Managerial Personnel of the Company & their relatives are concerned or interested, financially or otherwise in the resolution set out at Item no 8.

PARTICULARS OF DIRECTOR/S RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT/DIRECTORS PROPOSED TO BE CONTINUED

1.	Name of Director	:	**MR. B. M. KHAITAN**
	Age	:	90 years
	Qualification	:	Bachelor of Commerce from Calcutta University
	Expertise	:	Mr. B. M. Khaitan is a renowned industrialist having interest in Tea, Batteries Engineering and NBFC Companies. Mr. Khaitan has great contributions to The Tea Industry with which he has been associated for more than five decades. He is on the Boards of certain other renowned Companies having diversified interests.
	Number of Board Meetings attended	:	4 out of 4
	Other Directorships		
	Name of the Company		**Committee Memberships, if any**
	Babcock Borsig Limited		
	Eveready Industries India Limited		
	Mcleod Russel India Limited		
	Shareholding in the Company		**15,240 Equity Shares of Rs. 10/- each**
2.	Name of Director	:	**MR. RAMA SHANKAR JHAWAR**
	Age	:	79 years
	Qualification	:	B. Com.; LLB; FCA; ACMA
	Expertise	:	Mr. R. S. Jhawar has been associated with Williamson Magor Group in various capacities for about 5 decades. During his tenure of employment with Williamson Magor & Co. Limited, he has held senior positions in Finance and General management and gained valuable experience in corporate finance, lending, investment and other aspects of corporate management. Mr. Jhawar was a Whole time Director of Williamson Magor & Co. Limited till 31st March, 2008. He possesses considerable experience in the Tea Industry as well as in the Management of Non- Banking Financial Companies. He was the Chairman of Indian Tea Association for two consecutive terms and was also the Vice Chairman of Tea Board.
	Number of Board Meetings attended	:	4 out of 4

Other Directorships

Name of the Company		**Committee Memberships, if any, with position**
Williamson Financial Services Ltd	:	Stakeholders` Relationship Committee, Chairman Remuneration Committee and Audit Committee, Member
The Standard Batteries Ltd.	:	Remuneration Committee and Audit Committee, Member
Bishnauth Investments Limited		
Dufflaghur Investments Ltd		
Queens Park Property Co. Limited		
Cosepa Fiscal Industries Pvt Ltd.		
Asian Hotels(East) Ltd.	:	Audit Committee and Stakeholders` Relationship Committee, Member, Remuneration Committee, Chairman

Shareholding in the Company **Nil**

3.	Name of Director	:	**MR. T. R. SWAMINATHAN**
	Age	:	93 years
	Qualification	:	B. Com, FCA, FCMA, J. Dip, MA & FCS, FICWA
	Expertise	:	Mr. Swaminathan during his long career with the Williamson Magor Group has gathered considerable Experience in Finance, Taxation and Secretarial Functions as well as overall Business Management.
	Number of Board Meetings attended	:	3 out of 4

Other Directorships

Name of the Company	**Committee Memberships, if any**
Williamson Financial Services Limited	Audit Committee and Remuneration Committee, Chairman, Stakeholders` Relationship Committee, Member
The Standard Batteries Limited	Audit Committee, Remuneration Committee and Stakeholders` Relationship Committee, Chairman
Calcutta Teachest & Fibre Limited	

Shareholding in the Company **2340 Equity Shares of Rs. 10/- each**

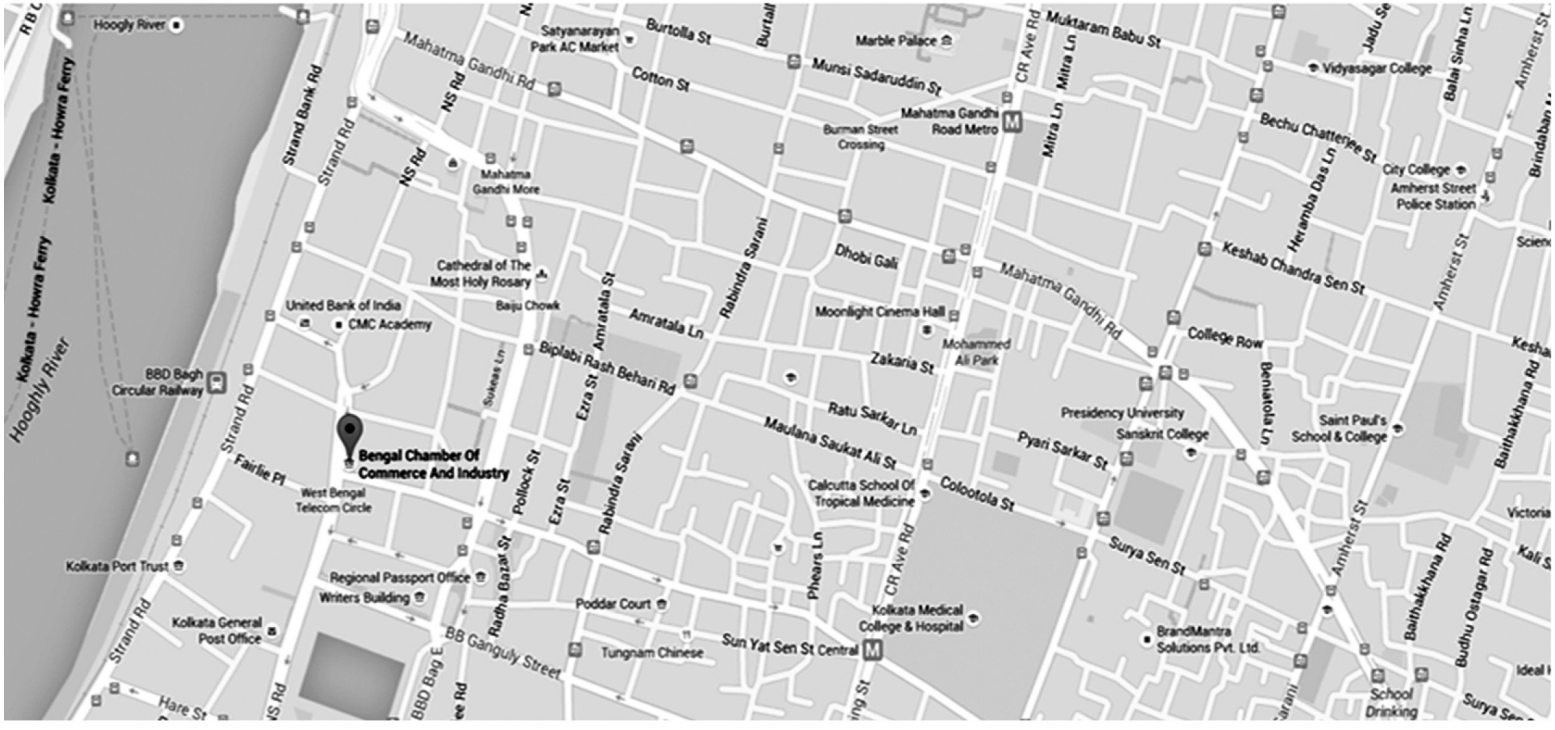
4.	Name of Director	:	**DR. R. SRINIVASAN**
	Age	:	87 years
	Qualification	:	Ph. D (in Banking & Finance from Bombay University), CAIIB, FIB.

	Expertise	:	A renowned expert in Banking and Finance, Dr. R. Srinivasan has held very senior positions In this field including the Chairmanship of three Large nationalized banks; viz, Bank of India, Allahabad Bank and New Bank of India (which got merged with Punjab National Bank) and of the Indian Bank's Association, the apex body of the Banking Industry. He advises various corporates in the areas of Banking, Finance and Capital Market. He has to his credit several publications in National and International media as well as prestigious awards in the area of Banking.
	Number of Board Meetings attended	:	4 out of 4
	Other Directorships		
	Name of the Company		**Committee Memberships, if any, with position**
	J Kumar Infraprojects Limited		Audit Committee and Remuneration Committee, Chairman, CSR Committee, Chairman
	Mcleod Russel India Limited		Audit Committee, Chairman and Remuneration Committee, Member
	Graphite India Limited		Audit Committee and Remuneration Committee, Member
	Goldiam International Limited		Audit Committee and Remuneration Committee, Member, Stakeholders Relationship Committee, Chairman
	Goldiam Jewellery Limited		Audit Committee and Remuneration Committee, Member
	J. M. Financial Trustee Company Pvt Ltd.		Audit Committee, Member
	Newturn Consulting LLP		
	C. Krishniah Chetty Jewellers Pvt Ltd.		
	Nayamode Solutions		
	Shareholding in the Company		**NIL**
5.	Name of Director	:	**MR. G. MOMEN**
	Age	:	85 years
	Qualification	:	B.A.
	Expertise	:	Well known in business circle, especially in the Tea Industry. Mr. G. Momen served Carritt Moran & Co. (P) Ltd., as Chairman-cum-Managing Director from 01.06.1971 to 31.05.1992. He has also served as a Committee Member in various Associations of the Tea Board of India and is presently Chairman of White Cliff Group of Companies.

	Number of Board Meetings attended	:	4 out of 4
	Other Directorships		
	Name of the Company		**Committee Memberships, if any, with position**
	White Cliff Tea (P) Ltd White Cliff Properties (P) Ltd.		
	White Cliff Holdings Pvt. Ltd		
	White Cliff Infrastructure Pvt. Ltd.		
	White Cliff Construction Co. Pvt. Ltd.		
	Dover Tea (P)Ltd.		
	Harrisons Malayalam Limited		Remuneration Committee, Chairman
	Kanco Tea & Industries Limited		Remuneration Committee, Member
	Scottish Assam (I) Limited		Audit Committee, Member
	Bengal Tea & Fabrics limited		Audit Committee and Remuneration Committee, Member, Investors Grievance Committee, Chairman and Share Transfer Committee, Member
	Baghmari Tea Company limited		Remuneration Committee, Member
	Apeejay Tea Limited		
	Shareholding in the Company		**NIL**
6.	Name of Director	:	**MR. H. M. PAREKH**
	Age	:	81 years
	Qualification	:	B COM (Hons).
	Expertise	:	Mr. H.M. Parekh has over 54 years of experience in the Tea Industry. Retired as Chairman of J. J. Thomas & Co. Pvt. Ltd., world's largest tea broking Company. He was the Chief Executive Officer of Project India Biend Ltd., and is currently a Marketing Consultant in some top tea producing Companies.
	Number of Board Meetings attended	:	4 out of 4
	Other Directorships		
	Name of the Company		**Committee Memberships, if any, with position**
	Rossell India limited		Audit Committee and Remuneration Committee, Member, Shareholders Grievance and Share Transfer Committee, Chairman

Diana Tea Co. Ltd	Audit Committee, Chairman, Remuneration Committee, Member
Gillanders Arbuthnot & Co. Ltd	Audit Committee and Shareholders Grievance& Share Transfer Committee, Chairman, Remuneration Committee, Member
Perai Karamalai Tea & Produce Co.Ltd	Audit Committee, Member, Remuneration Committee, Chairman
Rasoi Ltd.	Audit Committee, Chairman, Remuneration Committee, Member, Shareholders and Investors Grievance Committee, Member
Quality Tea Plantations Pvt. Ltd.	
The Grob Tea Co. Ltd.	
Babcock Borsig Limited	
Shareholding in the Company	**NIL**

Route Map of the Venue of the AGM



Bengal Chamber of Commerce and Industry
6, N. S. Road, Kolkata - 700001

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

Folio No./DP. Id./Client Id:

Name:

Address:

Joint Holder(s):

No. of shares held:

Dear Member,

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Williamson Magor & Co. Limited ("WM" or "the Company") is offering e-voting facility to its Members in respect of the businesses to be transacted at the Sixty Seventh Annual General Meeting scheduled to be held on Tuesday, 18th September, 2018 at 11:00 a.m.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities. The e-voting particulars are set out below:

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	USER ID (16 Digit Demat Account / Folio No. of Members holding shares in physical mode)	PERMANENT ACCOUNT NUMBER (PAN) (Original PAN /as per point no. (viii) of e-voting Instruction)

The e-voting facility will be available during the following voting period:

Commencement of e-voting : From 10.00 a.m. (IST) on 14th September, 2018

End of e-voting : Up to 5:00 p.m. (IST) on 17th September, 2018

Please read the instructions printed overleaf before exercising the vote. This Communication forms an integral part of the Notice dated 10th August, 2018 for the Sixty Seventh Annual General Meeting scheduled to be held on 18th September, 2018. A copy of the said Notice is sent herewith. Attention is invited to the statement on the accompanying Notice that the businesses of the Meeting may be transacted through electronic voting system and that the Company is providing facility for voting by electronic means.

The Notice of the Sixty Seventh Annual General Meeting and this Communication are also available on the website of the Company at www.wmtea.com.

Yours faithfully,
Williamson Magor & Co. Limited
H. U. Sanghavi
Company Secretary

Kolkata
10th August, 2018

Annexure A

The instructions for shareholders voting electronically are as under:

i) The voting period begins on 14th September, 2018 from 10:00 a.m. (IST) and ends on 17th September, 2018 up to 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 11th September, 2018 i.e. the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii) The shareholders should log on to the e-voting website www.evotingindia.com.

iv) Click on Shareholders.

v) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

vi) Next enter the Image Verification as displayed and Click on Login.

vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. – Sequence Number is communicated in the Attendance Slip.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank Details field as mentioned in instruction (v).

ix) After entering these details appropriately, click on "SUBMIT" tab.

x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xii) Click on the EVSN for the relevant <Williamson Magor& Co. Limited> on which you choose to vote.

xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xx) Note for Non – Individual Shareholders and Custodians

a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xxi) a) Mr. A. K. Labh, Practicing Company Secretary (FCS:4848 /CP:3238) has been appointed as the Scrutinizer to scrutinize the physical voting at the venue of the Meeting and the remote e-voting process in a fair and transparent manner.

b) The Chairman of the Meeting shall allow voting with the assistance of the Scrutinizer, by use of physical ballot paper for all those Members who are present at the Meeting but have not cast their votes by remote e-voting facility. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the results of the voting forthwith.

c) The results shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.wmtea.com and on the website of CDSL immediately after the declaration of results and also be forwarded to the Stock Exchanges.

(xxii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

WILLIAMSON MAGOR & CO. LIMITED

CIN: L01132WB1949PLC017715
Registered Office : Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata -700 001
Web : www.wmtea.com, Telephone : 033-2210-1221, 2248-9434/35
Email: administrator@mcleodrussel.com

Folio No/client ID & DP Id:

ATTENDANCE SLIP
(*To be presented at the entrance*)
SIXTY SEVENTH ANNUAL GENERAL MEETING
on Tuesday,
18th Septemeber, 2018
at 11.00 a.m.
at **Williamson Magor Hall of The Bengal Chamber of Commerce and Industry,**
6, Netaji Subhas Road,
Kolkata-700001

- A member/proxy wishing to attend the Meeting must complete this Attendence Slip before coming to the Meeting and hand it over at the entrance.
- If you intend to appoint a proxy, please complete the Proxy Form and deposit it at the Company's Registered Office, at least 48 hours before the Meeting.
- Please bring your copy of the Annual Report to the Meeting.

I record my presence at the Sixty Seventh Annual General Meeting

Name of Proxy in BLOCK LETTERS
(If the Proxy attend instead of the Member)

Signature of Member/Proxy

.....✂.....✂.....✂.....

Form No. MGT-11
Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:L01132WB1949PLC017715
Name of the Company : **Williamson Magor & Co. Limited**
Registered Office: Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata-700 001

Name of the Member(s):
Registered address:

E-mail Id:
Folio No./DP Id.-Client Id :

I/We, being the Member(s) of.....shares of the above named Company, hereby appoint

1. Name : .....Address :.....
   E-mail Id :.....Signature :.....,or failing him/her;
2. Name : .....Address :.....
   E-mail Id :.....Signature :.....,or failing him/her;
3. Name : .....Address :.....
   E-mail Id :.....Signature :.....,or failing him/her;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Sixty Seventh Annual General Meeting of the Company,

to be held on Tuesday, the 18th September, 2018 at 11:00 a.m. at Williamson Magor Hall of The Bengal Chamber of Commerce and Industry, 6, Netaji Subhas Road, Kolkata-700 001and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos.

1.	Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March 2018, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors.
2.	Appointment of a Director in place of Mr. R.S.Jhawar (holding DIN : 00023792), who retires by rotation and being eligible, offers himself for re-appointment.
3.	Special Resolution for approval to Mr. B. M. Khaitan (holding DIN: 00023771) to continue as a Non - Executive Director and Chairman of the Company after 31st March, 2019.
4.	Special Resolution for approval to Mr. R. S. Jhawar (holding DIN: 00023792) to continue as a Non - Executive Director of the Company after 31st March, 2019.
5.	Special Resolution for approval to Mr. T. R. Swaminathan (holding DIN: 00469558) to continue as a Non - Executive Independent Director of the Company after 31st March, 2019.
6.	Special Resolution for approval to Dr. R. Srinivasan (holding DIN: 00003968) to continue as a Non - Executive Independent Director of the Company after 31st March, 2019.
7.	Special Resolution for approval to Mr. G. Momen (holding DIN: 00402662) to continue as a Non - Executive Independent Director of the Company after 31st March, 2019.
8.	Special Resolution for approval to Mr. H. M. Parekh (holding DIN: 00026530) to continue as a Non - Executive Independent Director of the Company after 31st March, 2019.

Signed this.....day of.....2018.

Affix Revenue Stamp

Signature of shareholder(s)..... Signature of Proxy holder(s).....

Notes:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata -700001, not less than 48 hours before the commencement of the Meeting.**
2. **For the Resolutions and Notes, please refer to the Notice of the Sixty Seventh Annual General Meeting.**