



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

27.09.2019

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 / Madam,

Sub: Submission of Electronic Voting Results at Annual General Meeting - Regulation 44(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the following in connection with the Voting Results relating to Remote e-voting and Voting through Ballot at the meeting in respect to all the Resolutions contained in the Notice of the 68th Annual General Meeting of the Company held on 26th September, 2019 at the Williamson Magor Hall of the Bengal Chamber of Commerce and Industry, 6, Netaji Subhas Road, Kolkata - 700001:-

-Copy of the Scrutinizer's report.

-Voting Results as per Regulation 44(3) of the SEBI LODR, Regulations, 2015

Thanking you.

Yours faithfully,

For **WILLIAMSON MAGOR & CO. LTD.**

ADITI DAGA

Company Secretary



A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

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

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

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

CONSOLIDATED SCRUTINIZER'S REPORT

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

**The Chairman
of the 68th Annual General Meeting of
Williamson Magor & Co. Limited
Four Mangoe Lane
Surendra Mohan Ghosh Sarani
Kolkata-700001**

Dear Sir,

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 68th Annual General Meeting of the members of “**Williamson Magor & Co. Limited**” (“*Company*”) held on Thursday, 26th September, 2019 at the Williamson Magor Hall of The Bengal Chamber of Commerce and Industry, 6, Netaji Subhas Road, Kolkata - 700001 at 03.00 P.M. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 14th August, 2019. My responsibility as a scrutinizer for the remote voting process through electronic means and voting through physical ballots is restricted to make Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots as provided by M/s. Maheshwari Datamatics Private Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.



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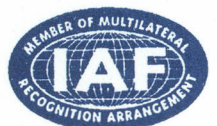
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I submit my report as under:

1. The remote e-voting period remained open from 10.00 A.M. IST on Sunday, the 22nd September, 2019 up to 5.00 P.M. IST on Wednesday, the 25th September, 2019.
2. The Shareholders holding shares as on the "cut off" date, i.e. 19th September, 2019 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the Notice dated 14th August, 2019 of the Annual General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
4. The locked ballot box was subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Thursday, the 26th September, 2019 around 05:15 P.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Rachana Agarwal, residing at 162/2, Benaras Road, Salkia, Howrah - 711106 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata - 700060, West Bengal who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [EVSN : 190731006] and votes casted through physical ballot papers distributed at the AGM venue are as under:



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<A> ORDINARY BUSINESS:

a) Resolution 1

Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March 2019, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors

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

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	6781650	
Voting by ballot	9	762	
Total	21	6782412	99.999%

(ii) **Voted against the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	6	30	
Voting by ballot	1	50	
Total	7	80	0.001%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	2



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b) Resolution 2

Appointment of Director in place of Mr. Aditya Khaitan (holding DIN: 00023788), who retires by rotation and being eligible, offers himself for re-appointment

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

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	12	6781650	
Voting by ballot	9	762	
Total	21	6782412	99.999%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	6	30	
Voting by ballot	1	50	
Total	7	80	0.001%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
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 SPECIAL BUSINESS:

c) Resolution 3 : Ordinary Resolution

To appoint Ms. Arundhuti Dhar (holding DIN: 03197285) as an independent director of the Company

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

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	12	6781650	
Voting by ballot	9	762	
Total	21	6782412	99.999%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	6	30	
Voting by ballot	1	50	
Total	7	80	0.001%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
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d) Resolution 4 : Special Resolution

To re-appoint Mr. H. M. Parekh (holding DIN: 00026530) as an Independent Director of the Company for a second term of five consecutive years w.e.f. 10th September, 2019

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

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	12	6781650	
Voting by ballot	9	762	
Total	21	6782412	99.999%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	6	30	
Voting by ballot	1	50	
Total	7	80	0.001%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	2



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e) Resolution 5 : Special Resolution

Approval in terms of Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) regulations, 2015 to take intercorporate loan(s) from Kilburn Engineering Limited, an Associate of the Company (Related Party) for a sum not exceeding Rs. 12 Crores remaining outstanding at any point of time during any financial year

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

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	6781650	
Voting by ballot	8	761	
Total	20	6782411	99.999%

(ii) **Voted against the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	6	30	
Voting by ballot	2	51	
Total	8	81	0.001%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	2



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f) Resolution 6 : Special Resolution

Approval in terms of Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) regulations, 2015 to take intercorporate loan(s) from Eveready Industries India Limited, an Associate of the Company (Related Party) for a sum not exceeding Rs. 14 Crores remaining outstanding at any point of time during any financial year

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

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	12	6781650	
Voting by ballot	8	761	
Total	20	6782411	99.999%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	6	30	
Voting by ballot	2	51	
Total	8	81	0.001%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	2



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

Thanking You,

Yours truly

For A. K. LABH & Co.

Company Secretaries

(CS A. K. LABH)

Practicing Company Secretary

FCS - 4848 / CP No. - 3238



Place: Kolkata

Dated: 26.09.2019

UDIN: F004848A000016123



A. K. LABH

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Witness :

1. *Rachana Agarwal.*

(Rachana Agarwal)

162/2, Benaras Road, Salkia

Howrah 711106

2. *Anushree Dasgupta*

(Anushree Dasgupta)

28/N, Dwijen Mukherjee Road, Behala

Kolkata 700060



Received the Report of the Scrutinizer

For Williamson Magor & Co. Limited

Daga

(Aditi Daga)

Company Secretary



WILLIAMSON MAGOR & CO LTD - 68th AGM Attended and Voting Summary

Format for Voting Result

Date of the AGM	September 26, 2019
Total Number of Shareholders on record date	7403
No. of shareholders present in the meeting either in person or through proxy :	
Promoter & Promoter group	4
Public	81
Total	85
No. of shareholders attended the meeting through Video Conferencing	N.A.
Promoter & Promoter group	
Public	
Total	

Agenda- wise disclosure (to be disclosed separately for agenda item)

1.	Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March 2019, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors.							
Whether promoter/promoter group are interested in the agenda/resolution ?		0						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	6794443	6779203	99.77570	6779203	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		6779203	99.77570	6779203	0	100.00000	
Public - Institutional holders	E-Voting	262955	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	3898962	2477	0.06350	2447	30	98.78890	1.21110
	Poll		812	0.02080	762	50	93.84240	6.15760
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		3289	0.08440	3209	80	97.56760	2.43240
Total		10956360	6782492	61.90461	6782412	80	99.99882	0.00118

2.	Appointment of Director in place of Mr. Aditya Khaitan (holding DIN: 00023788), who retires by rotation and being eligible, offers himself for re-appointment.							
Whether promoter/promoter group are interested in the agenda/resolution ?		0						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	6794443	6779203	99.77570	6779203	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		6779203	99.77570	6779203	0	100.00000	
Public - Institutional holders	E-Voting	262955	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	3898962	2477	0.06350	2447	30	98.78890	1.21110
	Poll		812	0.02080	762	50	93.84240	6.15760
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		3289	0.08440	3209	80	97.56760	2.43240
Total		10956360	6782492	61.90461	6782412	80	99.99882	0.00118

3.	To appoint Ms. Arundhati Dhar(holding DIN: 03197285) as an Independent Director of the Company.							
Whether promoter/promoter group are interested in the agenda/resolution ?		0						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	6794443	6779203	99.77570	6779203	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		6779203	99.77570	6779203	0	100.00000	
Public - Institutional holders	E-Voting	262955	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	3898962	2477	0.06350	2447	30	98.78890	1.21110
	Poll		812	0.02080	762	50	93.84240	6.15760
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		3289	0.08440	3209	80	97.56760	2.43240
Total		10956360	6782492	61.90461	6782412	80	99.99882	0.00118



4.		To re-appoint Mr. H M Parekh (holding DIN: 00026530) as an Independent Director of the Company for a second term of five consecutive years w.e.f. 10th September, 2019.						
Whether promoter/promoter group are interested in the agenda/resolution ?		0						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	6794443	6779203	99.77570	6779203	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		6779203	99.77570	6779203	0	100.00000	
Public - Institutional holders	E-Voting	262955	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	3898962	2477	0.06350	2447	30	98.78890	1.21110
	Poll		812	0.02080	762	50	93.84240	6.15760
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		3289	0.08440	3209	80	97.56760	2.43240
Total		10956360	6782492	61.90461	6782412	80	99.99882	0.00118

5.		Special Resolution in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to take intercorporate loan(s) from Kilburn Engineering Limited, an Associate of the Company (Related Party) for a sum not exceeding Rs.12 Crores remaining outstanding at any point of time						
Whether promoter/promoter group are interested in the agenda/resolution ?		0						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	6794443	6779203	99.77570	6779203	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		6779203	99.77570	6779203	0	100.00000	
Public - Institutional holders	E-Voting	262955	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	3898962	2477	0.06350	2447	30	98.78890	1.21110
	Poll		812	0.02080	761	51	93.71920	6.28080
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		3289	0.08440	3208	81	97.53720	2.46280
Total		10956360	6782492	61.90461	6782411	81	99.99881	0.00119

6.		Special Resolution in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to take intercorporate loan(s) from Eveready Industries India Limited, an Associate of the Company (Related Party) for a sum not exceeding Rs.14 Crores remaining outstanding at any point of time						
Whether promoter/promoter group are interested in the agenda/resolution ?		0						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	6794443	6779203	99.77570	6779203	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		6779203	99.77570	6779203	0	100.00000	
Public - Institutional holders	E-Voting	262955	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	3898962	2477	0.06350	2447	30	98.78890	1.21110
	Poll		812	0.02080	761	51	93.71920	6.28080
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		3289	0.08440	3208	81	97.53720	2.46280
Total		10956360	6782492	61.90461	6782411	81	99.99881	0.00119

