



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

19th August 2015

The Secretary
Bombay Stock Exchange Ltd
P.J. Towers, 25th Floor
Dalal Street,
MUMBAI -400 001
Scrip Code:519224

The Secretary
National Stock Exchange
of India Ltd, Listing Dept.
Exchange Plaza, 5th Fl.
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 700001
Scrip Code:33013

Dear Sir,

Sub: 64th AGM of the Company held on 18th August 2015 at Kolkata

We send herewith a Report dated 19th August 2015 furnished by Mr. A. K. Labh, practising Company Secretary, who was appointed as the Scrutinizer to scrutinize the voting process connected with the 64th Annual General Meeting [AGM] of the Members of the Company held on 18th August 2015 at Kolkata for your information and record. In terms of the said Report all the Resolutions proposed at the above AGM of the Company have been passed by the Members with the requisite majority.

We trust that you will find the aforesaid Report in order.

Please acknowledge receipt.

Yours faithfully,

WILLIAMSON MAGOR & CO. LIMITED

(H. U. SANGHAVI)
COMPANY SECRETARY

Encl : as above.

Copy to:

The Manager

e-Voting Division

CDSL.16th Floor, Phiroze Jeejeebhoy Towers

Dalal Street, Fort

Mumbai-400001

-for information.



SCRUTINIZER'S REPORT

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

The Chairman
Williamson Magor & Co. Limited
4, Mangoe Lane
Kolkata – 700 001

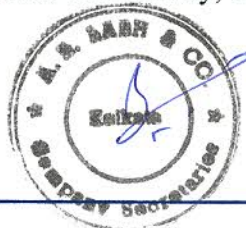
Dear Sir,

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 64th Annual General Meeting of the Members of **Williamson Magor & Co. Limited** ("Company") held on Tuesday, 18th day of August, 2015 at 11:00 AM at the Williamson Magor Hall of The Bengal Chamber of Commerce and Industry, 6, Netaji Subhas Road, Kolkata – 700 001 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 on remote e-voting and voting through physical ballot process carried out 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 e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 27th May, 2015. My responsibility as a scrutinizer for the voting process through electronic means and physical ballots is restricted to make a 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 e-voting and physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 10:00 AM IST on Friday, the 14th August, 2015 up to 5.00 PM IST on Monday, the 17th August, 2015.





2. The Shareholders holding shares as on the "cut off" date, i.e. 11th August, 2015 were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the notice dated 27th day of May, 2015 of the Annual General Meeting of the Company.
3. The votes were unblocked on Tuesday, the 18th day of August, 2015 around 4.00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711 102 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 who are not in employment of the Company.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of CDSL (<https://www.evotingindia.com>)
5. The result of the remote e-voting [EVSN : 150720001] is as under:

<A> ORDINARY BUSINESS:**a) Resolution 1**

Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March 2015 and the Reports of the Board of Directors and the Auditors.

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
6797054	6797025	29

b) Resolution 2

Appointment of a Director in place of Mr. B. M. Khaitan (holding DIN 00023771), who retires by rotation and being eligible, offers himself for re-appointment.

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
6797054	6797025	29



**c) Resolution 3****Type of Resolution : Ordinary Resolution**

Ratification of appointment of Messrs. Lovelock & Lewes, Chartered Accountants, as the Statutory Auditors of the Company and to authorize the Board of Directors to fix their remuneration.

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
6797054	6797025	29

** SPECIAL BUSINESS:****d) Resolution 4****Type of Resolution : Ordinary Resolution**

Appointment of Mr. Amritanshu Khaitan (holding DIN:00213413) as a Director of the Company.

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
6797054	6797025	29

e) Resolution 5**Type of Resolution : Ordinary Resolution**

Appointment of Ms. Sonali Singh (holding DIN: 07024876) as a Director and also an Independent Director of the Company.

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
6797054	6797025	29



**f) Resolution 6****Type of Resolution : Special Resolution**

Approval for granting of inter corporate loan(s) to Babcock Borsig Limited, an Associate of the Company (Related Party) for an aggregate amount of Rs. 100 crore remaining outstanding at any point of time during any financial year of the Company and also approval for any amount of inter corporate loan(s) already given by the Company to the said Related Party, from time to time during the financial year ended 31st March, 2015 within the aforesaid limit.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
6797054	6797025	29

g) Resolution 7**Type of Resolution : Special Resolution**

Authority to the Board of Directors to borrow monies upto an aggregate limit of Rs. 500 crores only in terms of Section 180(1)(c) of the Companies Act, 2013.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
6797054	6797025	29

6. 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.
7. The result of the voting through ballot forms are as under :



**<A> ORDINARY BUSINESS:****a) Resolution 1**

Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March 2015 and the Reports of the Board of Directors and the Auditors.

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
1055	1054	1

b) Resolution 2

Appointment of a Director in place of Mr. B. M. Khaitan (holding DIN 00023771), who retires by rotation and being eligible, offers himself for re-appointment.

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
1055	1049	6

c) Resolution 3**Type of Resolution : Ordinary Resolution**

Ratification of appointment of Messrs. Lovelock & Lewes, Chartered Accountants, as the Statutory Auditors of the Company and to authorize the Board of Directors to fix their remuneration.

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
1055	1048	7



** SPECIAL BUSINESS:****d) Resolution 4****Type of Resolution : Ordinary Resolution**

Appointment of Mr. Amritanshu Khaitan (holding DIN:00213413) as a Director of the Company.

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
1055	1054	1

e) Resolution 5**Type of Resolution : Ordinary Resolution**

Appointment of Ms. Sonali Singh (holding DIN: 07024876) as a Director and also an Independent Director of the Company

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
1055	1054	1

f) Resolution 6**Type of Resolution : Special Resolution**

Approval for granting of inter corporate loan(s) to Babcock Borsig Limited, an Associate of the Company (Related Party) for an aggregate amount of Rs. 100 crore remaining outstanding at any point of time during any financial year of the Company and also approval for any amount of inter corporate loan(s) already given by the Company to the said Related Party, from time to time during the financial year ended 31st March, 2015 within the aforesaid limit.

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
1055	953	102



**g) Resolution 7****Type of Resolution : Special Resolution**

Authority to the Board of Directors to borrow monies upto an aggregate limit of Rs. 500 crores only in terms of Section 180(1)(c) of the Companies Act, 2013.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1055	1013	42

8. Thus, the combined result of the remote e-voting [EVSN : 150720001] and votes casted through physical ballot papers distributed at the venue are as under:

<A> ORDINARY BUSINESS:**a) Resolution 1**

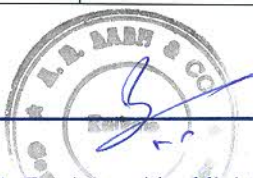
Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March 2015 and the Reports of the Board of Directors and the Auditors.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
6798109	6798079 (99.9996%)	30 (0.0004%)

b) Resolution 2

Appointment of a Director in place of Mr. B. M. Khaitan (holding DIN 00023771), who retires by rotation and being eligible, offers himself for re-appointment.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
6798109	6798074 (99.9995%)	35 (0.0005%)



**c) Resolution 3****Type of Resolution : Ordinary Resolution**

Ratification of appointment of Messrs. Lovelock & Lewes, Chartered Accountants, as the Statutory Auditors of the Company and to authorize the Board of Directors to fix their remuneration.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
6798109	6798073 (99.9995%)	36 (0.0005%)

** SPECIAL BUSINESS:****d) Resolution 4****Type of Resolution : Ordinary Resolution**

Appointment of Mr. Amritanshu Khaitan (holding DIN:00213413) as a Director of the Company.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
6798109	6798079 (99.9996%)	30 (0.0004%)



**e) Resolution 5****Type of Resolution : Ordinary Resolution**

Appointment of Ms. Sonali Singh (holding DIN: 07024876) as a Director and also an Independent Director of the Company.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
6798109	6798079 (99.9996%)	30 (0.0004%)

f) Resolution 6**Type of Resolution : Special Resolution**

Approval for granting of inter corporate loan(s) to Babcock Borsig Limited, an Associate of the Company (Related Party) for an aggregate amount of Rs. 100 crore remaining outstanding at any point of time during any financial year of the Company and also approval for any amount of inter corporate loan(s) already given by the Company to the said Related Party, from time to time during the financial year ended 31st March, 2015 within the aforesaid limit.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
6798109	6797978 (99.9981%)	131 (0.0019%)



**g) Resolution 7****Type of Resolution : Special Resolution**

Authority to the Board of Directors to borrow monies upto an aggregate limit of Rs. 500 crores only in terms of Section 180(1)(c) of the Companies Act, 2013.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
6798109	6798038 (99.999%)	71 (0.001%)

9. All the resolutions proposed hereinabove have been passed with requisite majority.

10. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes in this regard.

Thanking You,

Yours truly


(CS A. K. LABH)
Practicing Company Secretary
FCS – 4848 / CP No. - 3238



Place: Kolkata
Dated: 19.08.2015

Verified the contents and received the Report of the Scrutinizer
For Williamson Magor & Co. Limited


(H. U. Sanghavi)
Company Secretary