



WILLIAMSON MAGOR & CO. LIMITED

FOUR MANGOE LANE, SURENDRA MOHAN GHOSH SARANI, KOLKATA - 700 001
TELEPHONE : 033-2210-1221, 033-2243-5391, 033-2248-9434, 033-2248-9435
FAX : 91-33-2248-8114, 91-33-2248-6265
E-MAIL : administrator@wmg.co.in

Corporate Identity Number (CIN) : L01132WB1949PLC017715

22nd September, 2017

The Secretary
BSE Limited
P.J. Towers, 25th Floor
Dalal Street,
MUMBAI-400001
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-400051
Scrip Code: WILLIAMGOR

The Secretary
The Calcutta Stock-
Exchange Limited
7, Lyons Range
KOLKATA- 700001
Scrip Code: 33013

Dear Sir,

Sub: PROCEEDINGS OF THE 66TH ANNUAL GENERAL MEETING HELD ON 22ND SEPTEMBER 2017

In accordance with Regulation 30 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit hereunder the Result of voting on various Resolutions placed before the Members at the 66th Annual General Meeting (AGM) of the Company held on 22nd September 2017 at 11:00 a.m. at Williamson Magor Hall of The Bengal Chamber of Commerce and Industry, 6 Netaji Subhas Road, Kolkata-700001.

The Result given below is in terms of the Report dated 22nd September, 2017 furnished by Mr. A. K. Labh, a Practicing Company Secretary who was appointed as the Scrutinizer to scrutinize the voting process in respect of the Resolutions placed at the 66th AGM in a fair and transparent manner:

Item No.	Resolution	Ordinary/Special	Result
Ordinary Business			
1	Adoption of the Audited Financial Statements of the Company for the financial year ended 31 st March 2017, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors.	Ordinary	Passed by requisite majority
2	Appointment of a Director in place of Mr. Amritanshu Khaitan (holding DIN 00213413), who retires by rotation and being eligible, offers himself for re- appointment.	Ordinary	Passed by requisite majority
3	Appointment of Messrs. V Singhi & Associates, Chartered Accountants, as the Statutory Auditors of the Company for a period of 5 consecutive years and to authorize the Board of Directors to fix their remuneration.	Ordinary	Passed by requisite majority



(Contd...2)

Item No.	Resolution	Ordinary/ Special	Result
Special Business			
4	Special Resolution for approval of re-appointment of Mr. Tuladri Mallick as the Manager of the Company for a period of three years commencing from 1 st May 2017, and for the remuneration payable to him as Manager for the said period.	Special	Passed by requisite majority
5	Special Resolution for approval of intercorporate loan(s) given and to be given by the Company to McNally Bharat Engineering Co. Limited, an Associate of the Company (Related Party), within the overall limit of Rs. 300Crores remaining outstanding at any point of time during any financial year of the Company	Special	Passed by requisite majority
6	Special Resolution for approval for keeping the Register of Members and other documents as may be required at the Corporate Office of Maheshwari Datamatics Private Limited, Kolkata and Share Transfer Agents of the Company at 23 R.N. Mukherjee Road, 5 th Floor, Kolkata-700001	Special	Passed by requisite majority

The voting on all the above Resolutions was conducted by way of voting through electronic means from any place other than the venue of the Meeting (remote e-voting) as also by way of voting through Ballot at the AGM venue to enable the Members attending the AGM, who had not already cast their votes by remote e-voting, to exercise their voting rights at the AGM.

The Scrutinizer's Report dated 22nd September, 2017 as mentioned above is attached herewith for your kind perusal and record.

Please take the above on record.

Thanking You.

Yours faithfully,

WILLIAMSON MAGOR & CO.LIMITED



(H.U.SANGHAVI)
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

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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 66th 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 66th Annual General Meeting of the members of “*Williamson Magor & Co. Limited*” (“*Company*”) held on Friday, 22nd September, 2017 at Williamson Magor Hall of The Bengal Chamber of Commerce and Industry, 6, Netaji Subhas Road, Kolkata - 700 001, at 11.00 A.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 8th August, 2017. My responsibility as a scrutinizer for remote e-voting and voting through 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 Maheshwari Datamatics Private Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.





I submit my report as under:

1. The remote e-voting period remained open from 10.00 A.M. IST on Monday, the 18th September, 2017 up to 5.00 P.M. IST on Thursday, the 21st September, 2017.
2. The Shareholders holding shares as on the “cut off” date, i.e. 15th September, 2017 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the notice dated 8th August, 2017 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 boxes were 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 Friday, the 22nd September, 2017 around 12:15 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Sunayna Jaiswal, residing at 17, Karbala Tank Lane, Kolkata – 700006 and Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 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 : 170821036] and votes casted through physical ballot papers distributed at the AGM 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 2017, 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:

<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	17	6794542	
Voting by ballot	6	53	
Total	23	6794595	99.9996%

(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	0	0	
Total	6	30	0.0004%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
2	3



**b) Resolution 2**

Appointment of a Director in place of Mr. Amritanshu Khaitan (holding DIN 00213413), 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	17	6794542	
Voting by ballot	6	53	
Total	23	6794595	99.9996%

(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	0	0	
Total	6	30	0.0004%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
2	3



A. K. LABH

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



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Company Secretaries

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c) Resolution 3

Appointment of Messrs. V. Singhi and Associates, Chartered Accountants, as the Statutory Auditors of the Company for a period of 5 consecutive years and to authorize the Board of Directors to fix their remuneration

(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	17	6794542	
Voting by ballot	6	53	
Total	23	6794595	99.9996%

(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	0	0	
Total	6	30	0.0004%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
2	3



 **SPECIAL BUSINESS:****d) Resolution 4 : Special Resolution**

Approval for Re-appointment of Mr. Tuladri Mallick as the Manager of the Company for a period of three years commencing from 1st May, 2017 and for the remuneration payable to him as Manager for the said period

(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	17	6794542	
Voting by ballot	6	53	
Total	23	6794595	99.9996%

(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	0	0	
Total	6	30	0.0004%

(iii) ***Invalid Votes:***

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
2	3



**e) Resolution 5 : Special Resolution**

Approval for inter-corporate loan(s) given and to be given by the Company to McNally Bharat Engineering Co. Limited, an Associate of the Company (Related Party), within the overall limit of Rs. 300 Crores remaining outstanding at any point of time during any financial year of the Company

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

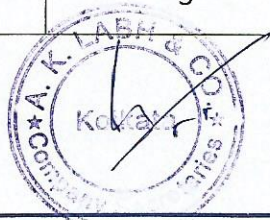
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	16	6794538	
Voting by ballot	5	52	
Total	21	6794590	99.9995%

(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	7	34	
Voting by ballot	1	1	
Total	8	35	0.0005%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
2	3



**f) Resolution 6 : Special Resolution**

Approval for keeping the Register of Members and other documents as may be required at the Corporate Office of Maheshwari Datamatics Private Limited, Share Transfer Agents of the Company at 23 R. N. Mukherjee Road, 5th floor, Kolkata -700001

(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	17	6794542	
Voting by ballot	6	53	
Total	23	6794595	99.9996%

(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	0	0	
Total	6	30	0.0004%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
2	3



A. K. LABH

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



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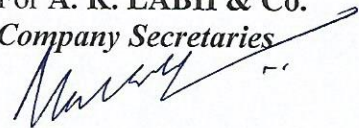
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

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 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: 22.09.2017

A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

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Website : www.aklabh.com

Witness :

1. *Sunayna Jaiswal*

(Sunayna Jaiswal)

17, Karbala Tank Lane

Kolkata – 700006

2. *Amrita Sampat*

(Amrita Sampat)

59, Kalicharan Ghosh Road

Kolkata – 700 050



Received the Report of the Scrutinizer

For Williamson Magor & Co. Limited

H. U. Sanghavi

(H. U. Sanghavi)

Company Secretary

