



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

8th September 2015

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

✓ The Secretary,
National Stock Exchange
of India Ltd., Listing Dept.
Exchange Plaza, 5th Flr,
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,

**Minutes of the Annual General Meeting
of the Company held on 18th August, 2015**

We write to inform you that the Annual General Meeting of the Members of the Company was held on 18th August, 2015 for the year ended 31st March, 2015 and all the Resolutions proposed at the said Meeting, being nos. 1 to 7 vide Notice dated 27th May, 2015, were passed by the Members.

We now send herewith a copy of the Minutes of the Annual General Meeting held on 18th August, 2015 in terms of the Listing Agreement for your perusal and records.

Please acknowledge receipt.

Thanking you,

Yours faithfully,
WILLIAMSON MAGOR & CO. LIMITED


(H.U.SANGHAVI)
COMPANY SECRETARY.

Encl: As stated above.

WILLIAMSON MAGOR & CO. LIMITED

**MINUTES OF THE SIXTY FOURTH ANNUAL GENERAL MEETING OF THE
MEMBERS OF THE COMPANY HELD ON TUESDAY, 18TH AUGUST, 2015
AT 11.00 A.M. AT WILLIAMSON MAGOR HALL OF THE BENGAL
CHAMBER OF COMMERCE AND INDUSTRY, 6, NETAJI SUBHAS ROAD,
KOLKATA 700001**

PRESENT:

MR. A. KHAITAN	DIRECTOR
MR. T.R.SWAMINATHAN	DIRECTOR & MEMBER (CHAIRMAN OF THE AUDIT COMMITTEE AND STAKEHOLDERS RELATIONSHIP COMMITTEE)
MR. R. S. JHAWAR	DIRECTOR
MR. G. MOMEN	DIRECTOR
MR. BHARAT BAJORIA	DIRECTOR (AUTHORISED REPRESENTATIVE OF THE CHAIRMAN OF THE NOMINATION AND REMUNERATION COMMITTEE)
MR. H. M. PAREKH	DIRECTOR
MS. SONALI SINGH	DIRECTOR
MR. H. U. SANGHAVI	COMPANY SECRETARY
BISHNAUTH INVESTMENTS LIMITED	By their duly Authorised Representative Mr. A. Guha Sarkar MEMBER
UNITED MACHINE CO. LTD.	By their duly Authorised Representative Mr. A. Guha Sarkar MEMBER
ICHAMATI INVESTMENTS LIMITED	By their duly Authorised Representative Mr. A. Guha Sarkar MEMBER

and other Members present in person and by Proxy whose names appear in the Attendance Slips lodged with the Company.

ATTENDED BY INVITATION

MR. MALAY GARAI	SENIOR MANAGER LOVELOCK & LEWES (Statutory Auditors)
MR. A. K. LABH	Scrutinizer of the E-Voting Process and Postal Ballot Process
MS. SUHITA MUKHOPADHYAY	AUTHORISED REPRESENTATIVE MKB & Associates (SECRETARIAL AUDITOR)

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CHAIRMAN'S
INITIALS



J. K.

WILLIAMSON MAGOR & CO. LIMITED

[Handwritten Signature]
Company Secretary

REMEMBERING MR. DEEPAK KHAITAN

Before the proceedings of the Meeting started, the Directors, Members and others present stood up and observed silence for one minute as a mark of respect to the departed soul of Mr. Deepak Khaitan, the Ex-Vice Chairman of the Company, who passed away for his heavenly abode on 9th March, 2015.

CHAIRMAN

Mr. B. M. Khaitan, the Chairman of the Company being unable to attend the Meeting, Mr. H. U. Sanghavi, a Shareholder proposed that Mr. A. Khaitan, Director take the Chair and the proposal was seconded by Mr. J. N. Kundu, another Shareholder of the Company.

Accordingly, Mr. A. Khaitan, Director of the Company took the Chair pursuant to Article 71 of the Articles of Association of the Company and welcomed all those present at the Meeting.

QUORUM

The Chairman declared that the requisite quorum is present and declared the Meeting duly called and constituted and also announced that the Company had received 68 valid Proxies covering 1431 Shares held in the Company and proceeded with the business of the Meeting.

REGISTER OF CONTRACTS AND REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND THEIR SHAREHOLDING

The Register of Contracts and the Register of Directors and Key Managerial Personnel and their shareholding and other relevant documents were produced at the Meeting which remained open and were accessible during the continuance of the Meeting.

NOTICE OF THE MEETING

The Chairman stated that with the consent of the Members the Notice convening the Meeting was taken as read.

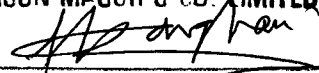
CHAIRMAN'S SPEECH

The Chairman addressed the Meeting on the affairs of the Company and the state of the Country's economy. He then drew the attention of the Members to the Report and Accounts for the financial year ended 31st March 2015.

AUDITORS' REPORT

The Chairman stated that the Report of the Auditors furnished by Messrs. Lovelock & Lewes, the Statutory Auditors of the Company did not contain any audit qualification, observation, comment or adverse remark. **CERTIFIED TO BE TRUE COPY**

WILLIAMSON MAGOR & CO. LIMITED



Company Secretary

CHAIRMAN'S
INITIALS



SECRETARIAL AUDITOR'S REPORT

The Chairman also stated that the Report furnished by the Secretarial Auditor did not contain any qualification, observation, comment or adverse remark.

INVITATION TO THE SHAREHOLDERS TO EXPRESS THEIR VIEWS

The Chairman invited the Members present to express their views in respect of the accounts and/or workings of the Company during the Financial Year 2014-15 and to raise questions, if any.

Few Members spoke on the occasion, raised certain queries and gave some suggestions for consideration of the management. The Chairman thanked the Members for their constructive comments and suggestions and replied to the queries raised by the Members.

RESULT OF E- VOTING & POLL

The Chairman stated that the process of E- Voting offered by the Company pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management & Administration) Rules, 2014 in respect of the seven resolutions proposed at the Annual General Meeting was concluded on 17th August, 2015. The Chairman further stated that Mr. A. K. Labh, who was appointed as the Scrutinizer of the E- Voting process, was also appointed as the Scrutinizer to conduct the Poll process at the said Meeting in a fair and transparent manner and that after conclusion of the Meeting the Scrutinizer will count the votes cast electronically and by way of Poll at the Meeting and give his report to the Chairman of the Meeting within 48 hours from the conclusion of the Meeting.

He further informed that on receipt of the Report from the Scrutinizer containing the voting results, the same will be declared forthwith and put up on the Company's Notice Board and the said results will also be sent to the Stock Exchanges and uploaded on the Company's website for information of all concerned.

The following 7 (seven) resolutions as proposed vide Notice dated 27th May, 2015 were passed through E-Voting and voting through physical ballot process at the said Meeting in terms of the Report submitted by Mr. A. K. Labh, practicing Company Secretary and the Scrutinizer so appointed for the said purpose in the manner as written hereunder :

(A) ORDINARY BUSINESS

Resolution 1

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

"RESOLVED that the Audited Financial Statements of the Company including the Audited Balance Sheet as at 31.03.2015 and the Profit and Loss Statement for the financial year ended 31.03.2015 together with the Reports of the Board of Directors and the Auditors as published and circulated to all Members and now submitted to this Meeting be and the same are hereby received and adopted."

Total No. of Votes cast in favour	6798079 (99.9996%)
Total No. of Votes cast against	30 (0.0004%)
Result	Carried by Majority

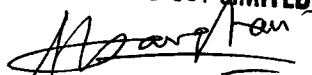
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CHAIRMAN'S
INITIALS



J. K.

WILLIAMSON MAGOR & CO. LIMITED


Company Secretary

Resolution 2

Re-appointment of Mr. B. M. Khaitan as a Director

"RESOLVED that Mr. B. M. Khaitan (holding DIN 00023771) who retires by rotation from the Board at this Meeting in accordance with Article 100 of the Company's Articles of Association and Section 152 of the Companies Act, 2013 be and is hereby re-appointed as a Director of the Company."

Total No. of Votes cast in favour	6798074 (99.9995%)
Total No. of Votes cast against	35 (0.0005%)
Result	Carried by Majority

Resolution 3

Ratification of Appointment of Auditors and fixation of their remuneration

Type of Resolution: Ordinary Resolution

"RESOLVED THAT in accordance with applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), the appointment of Messrs. Lovelock & Lewes, Chartered Accountants, (ICAI Registration No. FRN 301056E), as Auditors of the Company to hold office from the conclusion of the last Annual General Meeting of the Company held on 10th September, 2014 until the conclusion of the Annual General Meeting of the Company to be held in the year 2017 on the remuneration to be fixed by the Board of Directors, be and is hereby ratified."

Total No. of Votes cast in favour	6798073 (99.9995%)
Total No. of Votes cast against	36 (0.0005%)
Result	Carried by Majority

(B) SPECIAL BUSINESS

Resolution 4

Appointment of Mr. Amritanshu Khaitan as a Director

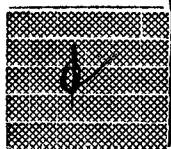
Type of Resolution: Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 ('Act') and the Rules related thereto (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Amritanshu Khaitan (holding Din: 00213413) who was appointed as an Additional Director pursuant to the provisions of 161(1) of the Companies Act, 2013 on 31st March, 2015 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and he shall be liable to retire by rotation."

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Total No. of Votes cast in favour	6798079 (99.9996%)
Total No. of Votes cast against	30 (0.0004%)
Result	Carried by Majority

CHAIRMAN'S
INITIALS



WILLIAMSON MAGOR & CO. LIMITED

Asanghan
Company Secretary

Resolution 5

Appointment of Ms. Sonali Singh as a Director and also as an Independent Director

Type of Resolution: Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules related thereto (including any statutory modification(s) or re – enactment thereof), Ms. Sonali Singh (holding DIN 07024876), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 on 31st March, 2015 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company with immediate effect and as an Independent Director for a consecutive period of five years with effect from 31.03.2015 and upto 30.03.2020 and she shall not be liable to retire by rotation."

Total No. of Votes cast in favour	6798079 (99.9996%)
Total No. of Votes cast against	30 (0.0004%)
Result	Carried by Majority

Resolution 6

Approval for granting of Intercompany loan(s) to Babcock Borsig Limited, an Associate of the Company (Related Party)

Type of Resolution: Special Resolution

"RESOLVED THAT pursuant to the amended Clause 49 VII E of the Listing Agreement with the Stock Exchanges, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to grant intercompany loan(s) to Babcock Borsig Limited, an Associate of the Company (Related Party), for a sum not exceeding Rs.100 crores remaining outstanding at any point of time during any financial year and any amount of intercompany 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 be and is hereby approved."

Total No. of Votes cast in favour	6797978 (99.9981%)
Total No. of Votes cast against	131 (0.0019%)
Result	Carried by Majority

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WILLIAMSON MAGOR & CO. LIMITED

[Signature]
Company Secretary

J. K.

**CHAIRMAN'S
INITIALS**

[Signature]

Resolution 7

Fixation of borrowing limits

Type of Resolution: Special Resolution

"RESOLVED in supersession of the Special Resolution passed by the Members of the Company at the Annual General Meeting held on 10th September, 2014 that consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013 ('the Act') to borrow from time to time such sum or sums of money as they may deem necessary for the purpose of the business of the Company from any financial institutions/banks/bodies corporate/any other lending agencies (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) provided that the total amount upto which monies may be borrowed by the Company together with the monies already borrowed by the Company in this regard and which shall remain outstanding at any point of time shall not exceed the sum of Rs. 500 crores (Rupees five hundred crores) only, exclusive of interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on pre-payment, or on redemption, costs, charges, expenses and all other monies payable by the Company to any of the aforesaid lenders of the Company or any of them under the Agreement/Arrangements entered into / to be entered into by the Company in respect of the amounts borrowed from such lenders."

Total No. of Votes cast in favour	6798038 (99.999%)
Total No. of Votes cast against	71 (0.001%)
Result	Carried by Majority

Closure

The business before the Sixty Fourth Annual General Meeting of the Company having been transacted, the Chairman thanked all those present and declared the Meeting as concluded at 11.55 a.m. The Meeting accordingly terminated with a vote of thanks to the Chair.

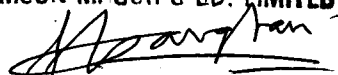

CHAIRMAN

Date: 07.09.2015

Place: KOLKATA

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WILLIAMSON MAGOR & CO. LIMITED


Company Secretary

CHAIRMAN'S
INITIALS

