



WILLIAMSON MAGOR & CO. LIMITED

Corporate Identity Number (CIN) : L01132WB1949PLC017715
REGISTERED OFFICE : FOUR MANGO 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

30th May 2023

The Secretary,
BSE 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 Ltd.,
7, Lyons Range,
KOLKATA-700 001.
Scrip Code: 33013

Dear Sir / Madam,

Sub: Annual Secretarial Compliance Report for the financial year 2022-23

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 enclosing herewith Annual Secretarial Compliance Report dated 30th May 2023 for the financial year ended 31st March, 2023 issued by M/s MKB & Associates, Company Secretaries.

This is for your kind information and records.

Thanking you,

Yours faithfully,

For Williamson Magor & Co. Limited

SK JAVED

AKHTAR

Sk Javed Akhtar

Company Secretary

Digitally signed by SK JAVED
AKHTAR
Date: 2023.05.30 17:00:31
+05'30'

Encl: As above



**SECRETARIAL COMPLIANCE REPORT OF WILLIAMSON MAGOR & CO.
LIMITED FOR THE YEAR ENDED 31ST MARCH, 2023**

I Raj Kumar Banthia, Partner of M/s MKB & Associates, Company Secretaries in Practice have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **WILLIAMSON MAGOR & CO. LIMITED** ("the listed entity") having its Registered Office at 4, Mangoe Lane, Kolkata- 700001. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my/our observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I have examined:

- (a) all the documents and records made available to us and explanation provided by **WILLIAMSON MAGOR & CO. LIMITED**("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations (as amended from time to time), to the extent applicable, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;





- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (i) Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018
- and circulars/ guidelines issued there under;

and based on the above examination, and considering the relaxations granted by Ministry of Corporate Affairs and Securities and Exchange Board of India, I hereby report that, during the Review Period:

- I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-
There are no such instances during the year under purview.
- (b) The listed entity has taken the following actions to comply with the observations made in previous reports: **There were no observations/ qualifications in the previous year's secretarial compliance report which were pending for compliance.**
- II. **Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries-** During the year under review M/s. V Singhi & Associates, Chartered Accountants (Firm Registration No. 311017E), were re-appointed as the Statutory Auditors of the Company for a further period of 5 years and the company has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019. No further appointment/ resignation of statutory auditor of the Company had occurred during the year under review.
- III. I hereby report that, during the review period the compliance status of the listed entity is appended as below:



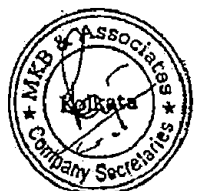


Sr. No.	Particulars	Compliance Status (Yes/No/N/A)	Observations/ Remarks of the Practicing Company Secretary
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	NIL
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entitiesAll the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes Yes	NIL NIL
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">The Listed entity is maintaining a functional websiteTimely dissemination of the documents/ information under a separate section on the websiteWeb-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website	Yes Yes Yes	NIL NIL NIL
4.	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	No	The Company as on 31.03.2023 has four (4) directors namely, Mr. Lakshman Singh, Mr. Chandan Mitra, Mr.





			<p>Debasish Lahiri and Ms. Lyla Cherian who are disqualified under Section 164(2) of Companies Act, 2013. The disqualification of the Directors of the Company have occurred pursuant to default in payment of principal amount of Non-Convertible Debentures from the quarter ended 30.09.2021 and payment of interest on the said Non-Convertible Debentures from the quarter ended 31.12.2021.</p> <p>Further, as on 31.03.2023, Ms. Sadhana Mukherjee, independent director of the company is not enrolled with the Independent Directors Databank.</p>
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries</p>	NA	The company does not have any subsidiary.
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	NIL





7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	NIL
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes Yes	NIL
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	NIL
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	NIL
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder.	Yes	NIL
12.	Additional Non-compliances, if any: No additional non-compliance observed for	No	





	<p>any SEBI regulation/circular/guidance note etc. <i>except under</i></p> <ul style="list-style-type: none">• Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.• Regulation 17(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	<p>The Board of Directors of the Company did not consist of minimum six (6) directors for the period from 30.08.2022 to 13.10.2022.</p> <p>The Company did not have atleast 1/3rd Independent Directors in the Board of Directors for the period from 30.08.2022 to 13.10.2022.</p>
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During the period under review, the company has received a notice from Securities and Exchange Board of India (SEBI) under Rule 4(1) of SEBI (Procedure for holding enquiry and imposing penalties) Rules, 1995 with respect to violation of (1) Regulation 30(6) read with clause 6 of Para A of Part A of Schedule III of LODR Regulations and Para 5 read with Para 3C2 of SEBI Loan Default Circular dated 7th August, 2019; and (2) Regulation 31(1) read with Regulation 28(3) of SAST Regulations read with Clauses 2 (iii) and (iv) of SEBI Encumbrance Disclosure Circular dated 07th August 2019 with respect to certain debentures issued by the Company. The Company has filed a settlement application with SEBI in terms of the SEBI (Settlement Proceedings) Regulations, 2018 and the settlement proceedings are currently pending.

During the period under review, pursuant to resignation of Ms. Aditi Daga, Company Secretary and Compliance Officer with effect from 22nd November, 2022, the company did not have a compliance officer from 23rd November, 2022 to 4th December, 2022.

Assumptions & Limitation of scope and review:

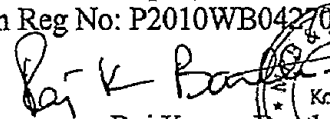

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.





3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For MKB & Associates
Company Secretaries
Firm Reg No: P2010WB042700


Raj Kumar Banthia
Partner


Date: 30.05.2023
Place: Kolkata
UDIN: A017190E000424916

Membership no. 17190
COP no. 18428
Peer Review Certificate No.: 1663/2022