



WILLIAMSON MAGOR & CO. LIMITED

Corporate Identity Number (CIN) : L01132WB1949PLC017715

REGISTERED OFFICE : FOUR MANGOE LANE, SURENDRA MOHAN GHOSH SARANI, KOLKATA - 700 001

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E-mail : administrator@wmg.co.in, Website : www.wmtea.com

30 June 2021

The Secretary,
BSE Ltd.,
P.J. Towers, Dalal Street,
MUMBAI-400 001.
Scrip: 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-400051.
Scrip: WILLAMAGOR

The Secretary,
The Calcutta Stock
Exchange Ltd.,
7, Lyons Range,
KOLKATA-700 001.
Scrip: 33013

Dear Sir,

Sub: Annual Secretarial Compliance Report for the financial year 2020-21.

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 enclosing herewith Annual Secretarial Compliance Report dated 30th June 2021 for the financial year ended 31st March, 2021 issued by M/s MKB & Associates, Company Secretaries.

This is for your information and records.

Thanking you,

Yours faithfully,

For WILLIAMSON MAGOR & CO. LIMITED

ADITI DAGA
COMPANY SECRETARY

Encl: As above



**SECRETARIAL COMPLIANCE REPORT OF WILLIAMSON MAGOR LIMITED FOR THE YEAR
ENDED 31ST MARCH, 2021**

I, Raj Kumar Banthia, Partner of M/s MKB & Associates, Company Secretaries in Practice, have examined:

- (a) all the documents and records made available to us and explanation provided by **WILLIAMSON MAGOR 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, 2021 ("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 there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under 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 there under, 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) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (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 and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and 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 due to COVID-19 pandemic, I hereby report that, during the Review Period:





- (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:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 33(2)(a) of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015	CEO/ CFO certificate for quarterly results for the quarter ended 31 st March, 2020 and 30 th June, 2020 was not obtained nor placed before the meeting of Board of Directors	Mr. Tuladri Mullick, Manager & CFO of the Company resigned with effect from 26th September, 2019. Pursuant to his resignation the Company did not have Manager/ CFO and Mr. Madan Lal Agarwal was appointed as Manager and CFO of the Company with effect from 19.10.2020
2.	Regulation 17(8) of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015	CEO/ CFO certificate was not obtained or placed before the Board while approving the financial results for the year ended 31 st March, 2020. The said certificate was also not part of the Annual Report of the Company for the year ended 31 st March, 2020	Mr. Tuladri Mullick, Manager & CFO of the Company resigned with effect from 26th September, 2019. Pursuant to his resignation the Company did not have Manager/ CFO and Mr. Madan Lal Agarwal was appointed as Manager and CFO of the Company with effect from 19.10.2020
3	Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Board of Directors of the company did not consist of minimum six directors for the period from 01.04.2020 to 15.09.2020 and 22.12.2020 to 19.02.2021	The Company complies with Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from 20.02.2021
4	Regulation 34(1)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company has not submitted to the stock exchanges a copy of the annual report for the financial year ended 31 st March, 2020 along with the notice of the annual general meeting as soon as the same was dispatched to its shareholders	Fine was imposed by stock exchanges and the company paid the same.





5	Regulation 31(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The shareholding pattern for the quarter ended 31st March, 2020 which was supposed to be filed with the stock exchanges within the extended period of 15th May, 2020, was filed on 8th June, 2020	Fine was imposed by National Stock Exchange of India Limited and the company paid the same. The company applied for waiver and the same was granted by the stock exchange
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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action Taken by	Details of violation	Details of action taken e.g., fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary
1	National Stock Exchange of India Limited	As required under Regulation 34(1)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has not submitted to the stock exchanges a copy of the annual report for the financial year ended 31 st March, 2020 along with the notice of the annual general meeting as soon as the same was dispatched to its shareholders	Fine was imposed by the Stock Exchanges	The company paid the fine to the stock exchanges
2	BSE Limited			
3	National Stock Exchange of India Limited	As required under Regulation 31(1) of Securities and Exchange Board of	Fine was imposed by the Stock Exchange	The company paid the fine to the stock exchange.





		<i>India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the shareholding pattern for the quarter ended 31st March, 2020 which was supposed to be filed with the stock exchanges within the extended period of 15th May, 2020, was filed on 8th June, 2020</i>		<i>The company applied for waiver and the same was granted by the stock exchange.</i>
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(d) The listed entity has taken the following actions to comply with the observations made in the previous reports.

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1		<i>All the related parties voted in favour of two resolutions relating to Material Related Party transactions passed at the Annual General Meeting of the Company held on 26th September, 2019 in violation of Regulation 23(4) of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015</i>	<i>If the votes cast by related parties in favour of two resolutions relating to Material Related Party transactions is not counted, still both the resolutions get approved by majority</i>	<i>Both the resolutions get approved even if the votes cast by related parties in favour of two resolutions relating to Material Related Party transactions are not counted</i>
2		<i>As required under Regulation 33(2)(a) of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015,</i>	<i>Mr. Tuladri Mullick, Manager & CFO of the Company resigned with effect from</i>	<i>The company has appointed Mr. Madan Lal Agarwal as Manager and CFO of the Company with effect from 19.10.2020</i>





		<i>CEO/ CFO certificate for quarterly results for the quarter ended 30th September, 2019 and 31st December, 2019 was not obtained nor placed before the meeting of Board of Directors</i>	<i>26th September, 2019. Pursuant to his resignation the Company did not have Manager/ CFO</i>	
3		<i>As required under Regulation 23(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, No approval of shareholders was obtained for material related party transactions during the year ended 31st March, 2020</i>	<i>Approval of shareholders for transactions with related party, being material in nature, will be obtained at the ensuing general meeting</i>	<i>Resolution for approval of shareholders under Regulation 23 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for material related party transactions during the year ended 31st March, 2020 was placed but was not approved in the Annual General Meeting of the company held on 22.12.2020; We have been informed that the said Loans have since been refunded by the said Williamson Financial Services Limited.</i>

- (e) During the year under review no appointment/ re-appointment/ resignation of statutory auditor of the Company had occurred. The Company has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

Date: 30.06.2021
Place: Kolkata
UDIN: A017190C000554023

For MKB & Associates
Company Secretaries
Firm Reg No: P2010WB042700


Raj Kumar Banthia
Partner

Membership no. 17190
COP no. 18428

