

WILLIAMSON MAGOR & CO. LIMITED

Annual Report & Accounts 2021-22



ESTD. 1868



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CORPORATE INFORMATION

BOARD OF DIRECTORS

ADITYA KHAITAN - CHAIRMAN
(resigned w.e.f. 24.12.2021)
LAKSHMAN SINGH - CHAIRMAN
(appointed w.e.f. 17.12.2021)
CHANDAN MITRA
DEBASISH LAHIRI
(appointed w.e.f. 31.12.2021)
JACQUELINE AUDREY MONNIER
(appointed w.e.f. 09.02.2022)

INDEPENDENT DIRECTORS

HARISCHANDRA MANEKLAL PAREKH
(resigned w.e.f. 31.12.2021)
ARUNDHUTI DHAR
(resigned w.e.f. 23.12.2021)
GAURANG SHASHIKANT AJMERA
(resigned w.e.f. 31.12.2021)
RAHUL NANDAN SAHAYA
LYLA CHERIAN
(w.e.f. 31.12.2021)

SECRETARY

ADITI DAGA

MANAGER & CFO

MADAN LAL AGARWAL

AUDITORS

V.SINGHI & ASSOCIATES
Chartered Accountants

BANKERS

HDFC BANK LTD.
ICICI BANK LTD.
UNITED BANK OF INDIA

SHARE TRANSFER AGENTS

MAHESHWARI DATAMATICS PRIVATE LIMITED
23, R. N. MUKHERJEE ROAD, 5TH FLOOR,
KOLKATA - 700001
TEL: 033-2243-5029, 033-2248-2248
FAX: 033-2248-4787 | E-mail: mdpldc@yahoo.com

REGISTERED OFFICE

FOUR MANGOE LANE
SURENDRA MOHAN GHOSH SARANI, KOLKATA - 700001
TEL: 033-2243-5391, 033-2248-9434
033-2248-9435, 033-2210-1221
FAX: 033-2248-8114, 033-2248-3683
E-mail: administrator@mcleodrussel.com



REPORT OF THE DIRECTORS

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

The Directors present the Annual Report with the Audited Financial Statements of your Company for the year ended 31st March, 2022.

FINANCIAL RESULTS

The Financial Results of the Company for the year ended 31st March 2022 are summarized below :

	(₹ '000)	
	2021-22	2020-21
Revenue from Operations	2,59,716	2,01,933
Other Income	8,631	7,87,231
Total Revenue	2,68,347	9,89,164
Profit/(Loss) before Finance Costs, Depreciation and Exceptional Items and Taxation	2,46,009	5,44,200
Less: Finance Costs	3,41,544	1,05,861
Less: Depreciation and Amortization Expenses	201	358
Profit/(Loss) before Exceptional Items and Tax	(95,736)	4,37,981
Less: Exceptional Items	-	-
Profit/(Loss) before tax	(95,736)	4,37,981
Tax Expenses		
Current Tax	41,642	-
Deferred Tax	7,601	(67,264)
Profit/(Loss) for the year	(1,44,979)	5,05,245

OPERATIONS

During the year under review, the total revenue earned by the Company was much lower at Rs. 26.83 crores as against Rs. 98.91 crores earned in the previous year, due to reduction in other income which includes sale of property. While the finance costs during the year much higher to Rs. 34.15 crores as against Rs. 10.59 crores incurred in the previous year which is mainly due to interest on Debt Securities of Rs. 32.87 Crore. In view of the above, the Company incurred a loss during the year at Rs. 14.50 crores against a profit of Rs. 50.52 crores sustained in the previous year.

DIVIDEND

On account of the accumulated loss, your Directors regret their inability to recommend any dividend for the year under review.

RESERVES

The Board has not transferred any amount to the General Reserve for the year ended 31st March, 2022.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Management Discussion and Analysis Report is attached as Annexure I and forms part of this Report.

ASSOCIATES AND JOINT VENTURES

During the year under review, the Company had two associate companies and one joint venture company as follows:-

- Majerhat Estates & Developers Limited - Associate Company
- Williamson Financial Services Limited - Associate Company
- D1 Williamson Magor Bio Fuel Limited - Joint Venture Company

D1 WILLIAMSON MAGOR BIO FUEL LIMITED

The operation of D1 Williamson Magor Bio Fuel Limited (D1WML) being un-economical, D1WML has suspended all its projects in view of which the Company has made provision in its Account against its entire investment in D1WML.

CONSOLIDATED FINANCIAL STATEMENTS AND AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

As required under Section 129(3) of the Companies Act, 2013, Consolidated Financial Statements of the Company, its two Associate Companies and one Joint Venture Company as mentioned above prepared in accordance with the applicable Accounting Standards issued by the Institute of Chartered Accountants of India and the Auditors' Report on the Consolidated Financial Statements are appended in the Annual Report.



A statement containing the salient features of the financial statements of the Company's aforesaid two Associate Companies and one Joint Venture Company pursuant to the first proviso to sub-section (3) of Section 129 of the Companies Act, 2013 prepared in Form AOC-1 is attached to the financial statements of the Company for your information.

DEPOSIT

The Company neither invited nor accepted any deposit from the public during the financial year 2021-22. No amount on account of principal or interest on deposit from public was outstanding as on the date of the balance sheet.

DEBENTURE AND DEBENTURE TRUSTEES

The Company had allotted 1000 Secured, Redeemable, Non - Convertible Debentures of Rs. 10,00,000/- each at par on 4th October 2018 to the following :

- a) 5 Secured, Redeemable, Freely Transferable, Non - Convertible Debentures with a face value of Rs. 10,00,000/- each on a private placement basis to IL&FS Financial Services Limited and;
- b) 995 Secured, Redeemable, Freely Transferable, Non - Convertible Debentures with a face value of Rs. 10,00,000/- each on a private placement basis to IL&FS Infrastructure Debt Fund.

The Company had appointed a debenture trustee for the aforesaid transaction. The detail of debenture trustee is given below:

Vistra ITCL (India) Limited

The IL&FS Financial Centre, Plot C-22 / G Block, BandraKurla Complex, Bandra (East) Mumbai - 400051. Tel: 022-26593535.

MATERIAL CHANGES AND COMMITMENTS BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THIS REPORT

There are no material changes or commitments that have occurred between the end of the financial year and the date of this Report.

INTERNAL FINANCIAL CONTROLS AND RISK MANAGEMENT

The Company has in place a satisfactory internal control system to ensure proper recording of financial and operational information and to exercise proper and timely compliance of all regulatory and statutory compliances as applicable to the Company.

The Internal Audit of the various operations of the Company is periodically conducted by an outside agency which submits its report to the Audit Committee of the Board of Directors of the Company. The Audit Committee takes the same into consideration for the purpose of evaluation of Internal Financial Controls in the Company.

The Company has in place a process to inform the Board about the risk assessment and minimization procedures. It has an appropriate Risk Management system in place for identification and assessment of risks, measures to mitigate them, and mechanisms for their proper and timely monitoring and reporting. Presently, Regulation 21 of the SEBI LODR with respect to Risk Management Committee is not applicable to your Company. Committee of the Board of Directors of the Company monitors and reviews the risks associated with the Company's business operations and manages them effectively in accordance with the risk management system of the Company. However, the Board has constituted Risk Management Committee for monitoring and reviewing of the risk assessment, mitigation and risk management plan from time to time. As on 31st March, 2022, the Committee comprises of Mr. Debaish Lahiri, Mr. Lakshman Singh and Mr. Chandan Mitra. Mr. Debasish Lahiri is the Chairman of the Committee.

The Company has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of fraud and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to requirement under section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- i) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, If any;
- ii) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) the Directors had prepared the annual accounts on a going concern basis;
- v) the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- vi) the Directors had devised a proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



BOARD MEETINGS

During the year ended 31st March, 2022, Four Board Meetings were held as follows, the details of which are given in the Corporate Governance Report:

30th June 2021, 12th August 2021, 10th November 2021 and 10th February 2022.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

During the year, a separate meeting of the Independent Directors was held on 28th March 2022 in terms of requirements of Schedule IV of the Companies Act, 2013, without the attendance of non-independent directors and members of management. The evaluation process prescribed in paragraph VII of Schedule IV to the Act was carried out at the said Meeting.

REPORT ON CORPORATE GOVERNANCE

In terms of requirements of Regulation 34(3) of the Listing Regulations, a Report on Corporate Governance and the Auditors' Certificate regarding Compliance to Corporate Governance requirement are attached as Annexure II and Annexure III respectively and form part of this Report.

BOARD EVALUATION

Pursuant to provision of the Act and the Listing Regulation and based on Policy devised by the Nomination and Remuneration Committee (NRC), the formal evaluation of the performance of the Independent Directors, Non - Independent Directors, Chairperson and the Board of Directors as a whole and all Board Committees was carried out by the Board at its meeting held on 10th February 2022 for the financial year ended 31st March, 2022 in accordance with the relevant provisions of Section 134 of the Act read with the Rule related thereto and Section 178 of the Act and Schedule IV to the Act and also in accordance with the guidance note issued by the Securities and Exchange Board of India ('SEBI') vide its circular No. SEBI/HO/CFD/CIR/P/2017/004 dated 5th January, 2017 and the same was found to be satisfactory.

The Board performance was evaluated based on inputs received from all Directors after considering criteria such as Board Composition and structure, effectiveness of Board and information provided to the Board etc.

The performance of the committees was evaluated by the Board of the Directors based on inputs received from all the committee members after considering criteria such as composition and structure of committees, effectiveness of committee meetings etc.

BOARD OF DIRECTORS

The Board of Directors of the Company comprised of 6 Directors as on 31st March 2022 of whom two are Independent Directors including two Woman Directors.

During the year under review, Mr. Aditya Khaitan, Non-Executive Director resigned from the Board w.e.f. 24th December, 2021. Ms. Arundhuti Dhar, Non-Executive Independent Director resigned from the Board w.e.f. 23rd December, 2021 and both Mr. Gaurang Shashikant Ajmera and Mr. Harishchandra Maneklal Parekh, Non-Executive Independent Directors resigned from the Board w.e.f. 31st December, 2021. The Board wishes to place on record its sincere appreciation for the valuable services and guidance rendered by them during their tenure as Directors of the Company.

During the year, the Board on the recommendation of the Nomination & Remuneration Committee appointed Mr. Lakshman Singh (DIN: 00027522) as an Additional Non - Executive Director by passing circular resolution dated 16th December 2021 w.e.f. 17th December, 2021. Mr. Debasish Lahiri (DIN: 09451354) as an Additional Non - Executive Director and Ms. Lyla Cherian (DIN: 09452847) as an Additional Non - Executive Independent Director by passing circular resolution dated 29th December 2021 w.e.f. 31st December, 2021. Mrs. Jacqueline Audrey Monnier (DIN: 09497868) as an Additional Non-Executive Director by passing circular resolution dated 7th February 2022 w.e.f. 9th February, 2022. The appointment of the said Directors has been regularized by way of postal ballot notice dated 10th February 2022.

In accordance with provisions of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013 ('the Act'), Mr. Chandan Mitra will retire by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment.

A certificate of Non-Disqualification of Directors furnished by M/s. A.K. Labh & Co., Company Secretaries as required under Regulation 34(3) read with Schedule V Para C sub-clause 10(i) of SEBI (LODR) Regulations, 2015 is Annexed as Annexure IV.

All the Independent Directors have confirmed and declared that they are not disqualified to act as an Independent Director in terms of Section 149 of the Companies Act, 2013 and the Board is also of the opinion that all of them fulfill all the conditions specified in the Act making them eligible to continue to act as Independent Directors of the Company.

All the Directors and the Key Managerial Personnel of the Company as mentioned hereunder have confirmed compliance with the Code of Conduct as applicable to them and there are no other employees in the senior category.



KEY MANAGERIAL PERSONNEL

Pursuant to Section 203 of the Companies Act, 2013, the key managerial personnel of the Company is Mrs. Aditi Daga, Company Secretary of the Company and Mr. Madan Lal Agarwal, Manager and Chief financial Officer.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with all applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

COMMITTEES OF THE BOARD

As on 31 March 2022, the Board had three committees namely Audit Committee, Nomination and Remuneration Committee and the Stakeholders Relationship Committee. All the Committees consist of optimum number of independent directors.

During the year there was no instances where the Board of Directors of the Company had not accepted any recommendation of the Committees.

A detailed note on the Composition of the Committees is provided in the Corporate Governance Report.

AUDIT COMMITTEE

As on 31 March 2022, the Audit Committee of the Board of Directors of the Company consisted of Mr. Rahul Nandan Sahaya and Ms. Lyla Cherian, Non - Executive Independent Directors and Mr. Chandan Mitra, Non - Executive Non - Independent Director. Mr. Rahul Nandan Sahaya is the Chairperson of the Committee.

All Members of the Committee possess strong knowledge of accounting and financial management. The Company Secretary is the Secretary to the Committee. The Internal Auditor reports to the Chairman of the Audit Committee. The significant audit observations and corrective actions as may be required and taken by the management are presented to the Audit Committee. During the year ended 31st March, 2022 there were no instance where the Board of Directors of the Company had not accepted the recommendations of the Audit Committee.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has in place a vigil mechanism/whistle blower policy the details of which are available on the Company's website www.wmtea.com. The Company has also provided direct access to the Chairman of the Audit Committee on reporting issues concerning the interests of the employees and the Company.

COMPANY'S POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS

The particulars required to be furnished in this regard are given in the terms of reference of the Nomination and Remuneration Committee as specified under Section 178(3) of the Companies Act, 2013 and Regulation 19 of the Listing Regulations as mentioned in the attached Report on Corporate Governance and also in the Remuneration Policy of the Company attached as Annexure V to this Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The particulars of loans, guarantees or investments under Section 186 of the Companies Act, 2013 are not disclosed in this Report because they form a part of the notes to the financial statements for the year ended 31st March, 2022 and are accordingly disclosed in such notes forming part of the financial statements of the Company for the said financial year.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

There were no material significant transaction with the related party made by the Company during the year 2021-22.

The Company has formulated a Related Party Transaction Policy and the same is disclosed on the website of the Company and can be accessed at www.wmtea.com.

STATUTORY AUDITORS

M/s V. Singhi & Associates, Chartered Accountants, the Statutory Auditors of the Company have been appointed at the Sixty Sixth Annual General Meeting of the Company held on 22nd September, 2017 to hold office till the conclusion of the Seventy First Annual General Meeting of the Company to be held in the year 2022.

The Board of Directors of the Company at its Meeting held on Saturday, 28th May 2022 had proposed to re-appoint M/s V. Singhi & Associates, Chartered Accountants, as the Statutory Auditors of the Company w.e.f. the conclusion of the ensuing Annual General Meeting subject to the approval of shareholders for a second term of five consecutive years.

STATUTORY AUDIT REPORT

In the Auditors Report dated 28th May, 2022, the Auditors have given Qualified Opinion in relation to the Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31 March 2022. The basis for qualified opinion and Board's response in relation to the said opinion are as under:-

Sl. No.	Audit-Qualification	Board's Response
(a)	<p>Non-recognition of Interest Expense</p> <p>The company has not recognised interest expense amounting to Rs. 4,43,611 Thousands on inter corporate borrowings for the year ended 31st March, 2022 (Rs. 4,50,431 Thousands on inter corporate borrowings for the year ended 31st March, 2021). As a result, finance cost liability on account of interest are understated and total comprehensive profit for year ended 31st March, 2022 is overstated to that extent.</p> <p>This constitute a departure from the requirement of IND AS 109 "Financial Instruments".</p>	<p>Since the Company is not agreeable to the high processing fee and steep interest rates already charged by the lenders, the Company disputed such processing fee and interest rates. Accordingly the Company is in discussion with the lenders to get substantial relief. The Company would recognize interest expenditure after final determination upon such restructuring of debts.</p>
(b)	<p>Default in repayment of principal and interest</p> <p>The auditor have drawn attention to Note No. 15A, 16A, 46 and 47 of the Financial Statement with respect to default in repayment of Principal and Interest on Non-Convertible Debentures and loan from Financial Institutional and other Lenders. On default, the credit facility advanced to the company by the lender have henceforth been recalled. Further the lender has taken legal action against the company and the matter is subjudice.</p> <p>Moreover security provided by the Company by way of pledge of certain investments with the Debenture Trustee against issue of above debentures have been invoked by the Debenture Trustee and certain shares pledged with them have been disposed of. The Management has ascertained and decided to adjust disposal proceeds from the outstanding value of debentures and estimated interest as per the repayment schedule.</p> <p>This event and conditions may cast a significant doubt on the Company's ability to continue as a going concern.</p>	<p>The business of the Company took a down turn during the Covid 19 pandemic. This resulted in default in repayment of principal and interest to lenders. The Company would be doing debt-restructuring, whereby the Company hopes to improve its financial position and would continue as a going concern.</p> <p>Further, upon invocation of security by debenture trustees, the company did not get sufficient statement of account from the lenders regarding the invocation value realised by them and its utilisation towards repayment of principal and interest. In view of the non-receipt of statement from the lenders the company is taking a stand that invocation value should be at the market price of the underlying quoted investment as on the date of invocation and such invocation value has been adjusted against outstanding amount of debt/loan.</p>
(c)	<p>Recognition of Deferred Tax Assets</p> <p>The auditors have drawn attention to Note No 31 of the Financial Statement where the management has considered recognition of deferred tax assets during the current financial year assuming virtual certainty supported by convincing evidence that sufficient future taxable income would be available against which such assets can be realised.</p> <p>Considering the management assessment of going concern assumption in the Financial Statement, the condition of reasonable certainty for recognizing the deferred tax assets as per IND AS 12 "Income Taxes" has not been met. Consequently, deferred tax assets are overstated and total comprehensive profit for the year ended 31st March, 2022 is overstated to that extent.</p>	<p>The Company has a plan to revive/improve its business after restructuring of borrowings/realization of receivables/ monetization of other assets. Once the business revives, the company would be having sufficient profits against which it would be able to utilize the deferred tax assets.</p>
(d)	<p>Balances of receivables, unsecured and secured loan creditors and their balance confirmations.</p> <p>The auditor have drawn attention to Note No. 33 to the Financial Statement with respect to certain balances, relating to trade and other receivables and liabilities including those payable to loan creditors lacking reconciliation and confirmation. Adjustments/impacts in this respect are currently not ascertainable and as such cannot be commented.</p>	<p>In respect of Company's receivables pertaining to loans given by the Company, such borrowers have requested the company for waiver of interest. Since in most of the cases the company has not agreed to waive the interest receivables, the borrowers have not given balance confirmation. However, the company has still been trying to get the balance confirmations.</p> <p>In respect of borrowing of the company, the lenders have not given confirmation to the company, as the company has been insisting upon waiver/reduction of interest expenses. However, the company has plans to undertake full fledge debt-restructuring and therefore the lender would give balance confirmation after final determination of the residual borrowing amount and interest waiver amount.</p>
(e)	<p>Material uncertainty related to Going Concern</p> <p>The Company has defaulted in repayment of borrowings to its financial institutional lenders. In view of the Management, the Company will be able to improve its net working capital position to discharge its current and non-current financial obligations as described in Note No. 46 to the Financial Statement. However, in view of the uncertainties involved, these events and conditions indicate a material uncertainty which may cast a significant doubt on the Company's ability to continue as a going concern. Accordingly, the use of going concern assumption of accounting in preparation of this Statement is not adequately and appropriately supported as per the requirements of IND AS 1 "Presentation of Financial Statements".</p>	<p>Although the company has defaulted in repayment of borrowing and interest expenditure thereon, the company is trying to arrive at settlement with the lenders whereby there would be a full fledge debt-restructuring. Simultaneously the company has plans to revive its business and also realise/monetize its assets. With this initiative the company is hopeful to achieve a positive net-worth and sufficient working capital and would be able to discharge its financial obligations. Therefore the company has prepared its accounts as a going concern assumption.</p>



SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed Messrs. MKB & Associates, Company Secretaries to conduct the Secretarial Audit of the Company for the year ended 31st March 2022. The Secretarial Auditors' Report is attached to this Report as Annexure VI and forms part of the Directors' Report.

There are certain qualifications or reservations or adverse remarks made by the Secretarial Auditors in their Report and the response of the Company to the same is as under:-

- (i) as required under Regulation 29(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, prior intimation to stock exchanges about the meeting of Board of Directors held on August 12, 2021 for Financial Results was not given at least five days in advance.

We would like to state that due to unavoidable circumstances there is an inadvertent delay in intimation of Board Meeting to Stock Exchanges. The delay in submission was never intentional but just an unfortunate event and has neither caused any loss to any investor or adversely affected shareholders. Fine was levied by the stock exchanges and the Company has paid the same.

- (ii) The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Pursuant to resignation of Ms. Arundhuti Dhar, as required under Regulation 17(1)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company did not have a woman director from 23.12.2021 to 30.12.2021. Pursuant to resignation of Mr. Gaurang Shashikant Ajmera and Mr. Harischandra Maneklal Parekh, as required under 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 01.01.2022 to 08.02.2022.

Pursuant to resignation of Ms. Arundhuti Dhar w.e.f. 23.12.2021, the Company had appointed Ms. Lyla Cherian, Non-Executive Independent Director w.e.f. 31.12.2021 and complied with Regulations 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, with the appointment of Mr. Lakshman Singh, Mr. Debasish Lahiri, Mrs. Lyla Cherian and Mrs. Jacqueline Audrey Monnier w.e.f. 17.12.2021, 31.12.2021, 31.12.2021 & 09.02.2022 respectively, complied with Regulations 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 w.e.f. 09.02.2022. Currently the Company has 6 Directors on the Board.

FRAUD REPORTING BY AUDITORS

During the year under review, no instances of fraud has been reported to the Audit Committee under Section 143(12) of the Companies Act, 2013 against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report neither by the Statutory Auditors nor the Secretarial Auditors.

ANNUAL SECRETARIAL COMPLIANCE REPORT

The Company has undertaken an Audit of all the applicable compliances as per the SEBI Regulations and Circulars/Guidelines issued thereunder.

The Annual Secretarial Compliance Report issued by a Practising Company Secretary (PCS) has been submitted to the Stock Exchanges within the stipulated time as mentioned in SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/109 dated June 25, 2020.

EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013 the Annual Return as on March 31, 2022 is available on the Company's website on Form_MGT_7_2021-22.pdf (www.wmtea.com)

CORPORATE SOCIAL RESPONSIBILITY

In terms of Section 135(5) of the Companies Act, 2013, certain class of companies are required to spend at least 2% of Average Net Profits made during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy. Although your Company had a Net profit of Rs. 5 Crores but there was an Average loss during the above period computed in terms of Section 198 of the Act, and hence the Company was not required to make expenditure in CSR Activities. A report on CSR activities during the year is attached as Annexure VII.

The Company however, has constituted a CSR Committee and adopted a CSR Policy which can be accessed at www.wmtea.com. The Corporate Social Responsibility Committee of the Board as on 31st March, 2022 consisted of 3 Directors, namely, Mr. Rahul Nandan Sahaya and Ms. Lyla Cherian, Non - Executive Independent Directors and Mr. Debasish Lahiri, Non - Executive Non - Independent Director. Mr. Rahul Nandan Sahaya is the Chairperson of the Committee.

PARTICULARS OF EMPLOYEES

The relevant particulars required to be furnished pursuant to Section 197(12) of the Companies Act 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014 in this regard are attached as Annexure VIII to this Report.



CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

A statement giving details of conservation of energy, technology absorption and foreign exchange earnings and outgo in terms of Rule 8(3) of the Companies (Accounts) Rules, 2014 is attached as Annexure IX to this Report.

PREVENTION OF INSIDER TRADING

Your Company has adopted and implemented a Code of Conduct for Prevention of Insider Trading in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015. All Directors, employees and other designated persons, who could have access to unpublished price sensitive information of the Company are governed by this code.

The trading window regarding dealing with equity shares of the Company is duly closed during declaration of financial results and occurrence of any other material event as per the code. During the year under review there has been due compliance with the code.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE TRIBUNAL

During the year under review, there were no significant or material order passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

However, in the matter of Arbitration proceedings between Aditya Birla Finance Limited (ABFL) vs McNally Bharat Engineering Company Limited (MBECL) and others, the Sole Arbitrator, passed an Interim Award on 30 June 2020 upon the Company to perform its obligations under the Put Option Agreement dated 24 March 2018. Against the interim award, the Company has filed an application for setting aside the award which is presently pending for adjudication before the Hon'ble High Court at Calcutta.

Further, the Hon'ble High Court at Calcutta vide judgment and order dated 26 February 2021 in I.A. G.A. 1 of 2019 (T.A. No. 12 of 2019/G.A. 2174 of 2019) with C.S. No. 177 of 2019 in IL & FS Financial Services v/s Aditya Khaitan & Ors., has, inter alia, restrained the Company from transferring, alienating or encumbering any of its assets till the disposal of the suit. However, the commercial suit is presently pending before the High Court. An application was filed to allow filing of the written statement beyond time but the same was rejected. Against the order of rejection, the Company has preferred an appeal before the Supreme Court of India which is presently pending adjudication.

The Hon'ble High Court of Delhi at New Delhi vide its ex-parte, interim order in O.M.P.(I) (COMM.) 459/2019 in KKR India Financial Services Limited & Anr. Vs. Williamson Magor & Co. Limited & Ors., has, inter-alia, restrained the Company from selling, transferring, alienating, disposing, assigning, dealing or encumbering or creating third party rights on their assets. KKR, in the meantime, has initiated arbitration proceedings under the aegis of ICC.

Further, an order of injunction has been passed upon the Company, inter alia, from transferring, disposing or alienating its assets by the Hon'ble Bombay High Court in an application under section 9 of Arbitration & Conciliation Act filed by Kotak Mahindra Bank Ltd. The Company has preferred an appeal which was dismissed with a direction to go before the Ld. Single Judge with a prayer of review of the order. Kotak Mahindra has also filed an application for executing the interim order where the Company has inter alia raised the point of inherent lack of jurisdiction and has also preferred a review application.

Further after closure of the financial year, the Company has received the Notice no. KOL.DOS.RSG.No.S949/03.03.008/2022-23 dated July 4, 2022 from Reserve Bank of India (RBI) for surrender of original Certificate of Registration pursuant to an Order dated June 29, 2022 passed by RBI for cancellation of the Certificate of Registration No. N.05.05534 dated 31.03.2003 issued to the Company for Non-Banking Financial Company under section 45-IA (6) of the Reserve Bank of India Act, 1934.

The Company has filed an Appeal before the Appellate Authority for NBFC, Ministry of Finance against the said order.

Members' attention is also invited to Notes on Contingent Liabilities, in the notes forming part of the Financial Statements.

STATE OF COMPANY'S AFFAIR

The Company's main business being investment in shares and securities, the Management regularly monitors the changing market conditions and trends. There is no change in the nature of business of the Company.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In terms of requirements of Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has associated itself with the Internal Complaints Committee formed by McLeod Russel India Limited, one of the Companies forming part of Williamson Magor group with regard to dealing with sexual harassment at workplace.