



WILLIAMSON MAGOR & CO. LIMITED

Registered Office : **Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata 700 001**

NOTICE

NOTICE is hereby given that the Annual General Meeting of the Company will be held on Friday, 2nd August, 2013 at the Williamson Magor Hall of The Bengal Chamber of Commerce and Industry, 6, Netaji Subhas Road, Kolkata 700 001, at 11.00 a.m. to transact the following business :

1. To receive and adopt the Audited Accounts of the Company for the Financial Year ended 31st March, 2013 and the Reports of the Directors and the Auditors thereon.
2. To appoint Directors in place of Messrs. B. M. Khaitan, A. Khaitan and Padam Kumar Khaitan who retire by rotation and being eligible offer themselves for re-appointment.
3. To appoint Auditors and fix their remuneration.

AS SPECIAL BUSINESS

To consider and if thought fit to pass with or without modification the following resolution :

AS AN ORDINARY RESOLUTION

4. “RESOLVED that pursuant to the provisions of Sections 198, 269 and 309 read with Sections 387 and 388 of the Companies Act, 1956 ('the Act') and Schedule XIII thereto, approval of the Members be and is hereby accorded to the reappointment of Mr. D. Pal Choudhury as the Manager and to the remuneration payable to him as Manager for a period of one year with effect from 1st April, 2013 upon the terms and conditions as set out in the Company's letter dated 22nd April 2013 addressed to Mr. D. Pal Choudhury, a copy whereof duly initialed by the Chairman for the purpose of identification is placed before the Meeting.

RESOLVED further that pursuant to the provisions of Section II of Part II of Schedule XIII to the Companies Act, 1956 approval of the Members be and is hereby accorded to the payment of the same remuneration as per terms as set out in the aforesaid letter dated 22nd April 2013 to Mr. D. Pal Choudhury as minimum remuneration in the event of the Company having no profits or inadequate profits during the financial year ending 31st March, 2014.”

Registered Office :
Four Mangoe Lane,
Surendra Mohan Ghosh Sarani,
Kolkata - 700 001
Date : 24th May, 2013

By Order of the Board
WILLIAMSON MAGOR & CO. LIMITED
H. U. SANGHAVI
Company Secretary

NOTES :

1. **A Member entitled to attend and vote at the Annual General Meeting may appoint a Proxy to attend and vote in his stead. A Proxy need not be a Member of the Company. Proxies, in order to be effective, must be received at the Company's Registered Office situated at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata 700 001 not less than forty-eight hours before the Meeting.**
2. The Register of Members and Share Transfer Books of the Company will remain closed from 25th July, 2013 to 2nd August, 2013 (both days inclusive).
3. The information as required to be provided in terms of the Listing Agreement with the Stock Exchanges regarding the Directors who are proposed to be reappointed is annexed hereto.
4. The Securities and Exchange Board of India (SEBI) vide Circular Ref. No.MRD/DoP/Cir-05/2007 dated April 27, 2007 made PAN mandatory for all securities market transactions. Thereafter, vide Circular No.MRD/DoP/Cir-05/2009 dated

May 20, 2009 it was clarified that for securities market transactions and off market/private transactions involving transfer of shares in physical form of listed Companies, it shall be mandatory for the transferee(s) to furnish copy of PAN Card to the Company/RTAs for registration of such transfer of shares.

SEBI further clarified that it shall be mandatory to furnish a copy of PAN in the following cases:

- a) Deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholder(s).
 - b) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.
 - c) Transposition of shares – when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders.
5. Members who are holding shares in physical form are requested to notify change in address if any, to the Company's Share Transfer Agent quoting their Folio Number. Shareholders holding shares in dematerialized form, should intimate change of their address, if any, to their Depository Participant.
 6. A Member desirous of getting any information on the accounts of the Company is requested to forward his queries to the Company at least seven days prior to the Meeting so that the required information can be made available at the Meeting.
 7. The Ministry of Corporate Affairs vide its Circular Nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively, has undertaken a 'Green Initiative' and allowed companies to share documents with its shareholders through electronic mode. Members are requested to support this Green Initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with Maheshwari Datamatics Private Limited, the Registrar and Share Transfer Agent of the Company in case they have not done so far. However, Members who are desirous of obtaining hard copy of the Notice, Annual Report and/or other documents may forward their written request to the Company/RTA for the same.
 8. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 with respect to the item of Special Business is annexed hereto.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2)
OF THE COMPANIES ACT, 1956.**

ITEM NO. 4

Section 269 of the Companies Act, 1956 ('the Act') provides that every public limited company having a paid up share capital of Rs.5 crore or more shall have a Managing or Wholotime Director or Manager. Accordingly, Mr. D. Pal Choudhury has been reappointed as the Manager of the Company by the Board of Directors of the Company ('the Board') for a period of one year with effect from 1st April 2013 at a remuneration and upon the terms and conditions set out in the Company's letter dated 22nd April 2013 addressed to Mr. D. Pal Choudhury, the material terms of which are as follows :

Period : 1 (one) year with effect from 1st April 2013.

Remuneration : Salary Rs.54,000/- per month, reimbursement of Conveyance Expenses upto a maximum of Rs.10,000/- per month. Incentives not exceeding Rs.100,000/- per annum in the aggregate as may be granted by the Board of Directors at its sole discretion.

Minimum Remuneration : In the event of loss or inadequacy of profits of the Company in the Financial Year ending 31st March 2014 the aforesaid remuneration will be treated and paid as the Minimum Remuneration subject to the provisions of Section II of Part II of Schedule XIII to the Act.

Nature of duties : He shall subject to the superintendence, control and direction of the Board have the power of management of the whole, or substantially the whole, of the affairs of the Company.

Other Conditions : The appointment is terminable by one month's Notice from either side.

The reappointment of Mr. D. Pal Choudhury and his above remuneration requires the approval of the Members of the Company in General Meeting pursuant to Part III of Schedule XIII to the Act. The above terms as to remuneration including Minimum Remuneration have been approved by the Remuneration Committee of the Board at its Meeting held on 22nd April, 2013. The Resolution set out in item No.4 of the convening Notice has to be considered accordingly and taking into account Mr. Pal Choudhury's qualification and past experience, the Board feels it would be in the interest of the Company to reappoint him and accordingly recommends its adoption.

A copy of the letter referred to in the said Resolution will be available for inspection by the Members of the Company at its Registered Office at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata 700001 on any working day prior to the date of the Meeting between 10.00 a.m. and 12.00 noon and will also be available at the Meeting.

No Director of the Company is concerned or interested in the said resolution.

**PARTICULARS OF DIRECTORS RETIRING BY ROTATION AND SEEKING
RE-APPOINTMENT / PROPOSED TO BE APPOINTED**

1. Name of Director : **MR. BRIJ MOHAN KHAITAN**

Age : 85 years

Qualification : B. Com.

Expertise : Mr. B. M. Khaitan is a renowned Industrialist having interest in Tea, Batteries and Engineering. Mr. Khaitan has great contributions to the Tea Industry with which he has been associated around six decades. He is on the Boards of certain other renowned Companies having diversified business interests.

Other Directorships :

Name of Company	Committee Memberships, if any, with position
McLeod Russel India Limited	
Eveready Industries India Limited	
Babcock Borsig Limited	
CESC Limited	Audit Committee, Member
Jayshree Tea & Industries Limited	Remuneration Committee, Chairman
Shareholding in the Company	12840 Equity Shares of Rs.10/- each.

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2. Name of Director : **MR. A. KHAITAN**

Age : 45 years

Qualification : B. Com.(Hons)

Expertise : Hailing from a renowned family of Industrialists, Mr. Khaitan has had in-depth exposure to and involvement in steering diverse business and has gained considerable experience and expertise in corporate finance and management of tea and engineering industries. He is presently holding the position of Managing Director of McLeod Russel India Limited.

Other Directorships :

Name of Company	Committee Memberships, if any, with position
McLeod Russel India Limited	
Eveready Industries India Limited	
Williamson Financial Services Limited	
Babcock Borsig Limited	Audit Committee, Member Remuneration Committee, Member
Woodside Parks Limited	
D1 Williamson Magor Bio Fuel Limited	Audit Committee, Chairman Remuneration Committee, Chairman
McNally Bharat Engineering Company Limited	
Prana Lifestyle Private Limited	
Borelli Tea Holdings Limited, U.K.	

Phu Ben Tea Company Limited, Vietnam
 Rwenzori Tea Investments Limited, Uganda
 McLeod Russel Uganda Limited
 McLeod Russel Middle East DMCC, Dubai

Shareholding in the Company	Nil
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3. Name of Director	MR. PADAM KUMAR KHAITAN
Age	60 years
Qualification	Attorney-at-law
Expertise	Mr. Padam Kumar Khaitan hails from a renowned family of Lawyers. Mr. Khaitan is one of the Partners of Messrs. Khaitan & Co., Advocates, Notaries, Patent & Trade Mark Attorneys. During his long career of 36 years with Messrs. Khaitan & Co., as a Lawyer, he has had in-depth exposure to and achieved considerable experience and expertise in law and legal matters in Corporate, Commercial, Financial, Banking, Taxation, Foreign Collaboration, Foreign Investment, Litigation, Arbitration, Real Property, Ecology & Environment, Labour, Projects, Estates & Trusts and Personal Clientele matters.

Other Directorships :

Name of Company	Committee Memberships, if any, with position
Rungamattee Tea & Industries Ltd.	
Cheviot Company Ltd.	
Manjushree Plantations Ltd.	Shareholders' Grievance Committee, Chairman

R.V. Investment & Dealers Ltd.	
Khaitan Consultants Ltd.	
Asian Hotels (East) Ltd.	Share Transfer & Shareholders/Investors' Grievance Committee, Chairman Remuneration Committee, Member

GJS Hotels Ltd.	
McNally Sayaji Engineering Ltd.	Shareholders' Grivance Committee, Member
Kilburn Engineering Ltd.	
Upper Ganges & Sugar Industries Ltd.	
Time Leverage Instruments (P) Ltd.	
Auro Holdings Pvt. Ltd.	
Auro Investments Pvt. Ltd.	
ITSA Warehouse Pvt. Ltd.	
NOTT Investments Pvt. Ltd.	
Trans Global Plc, U.K.	
Novener SAS, France	
Uniross SA, France	

Shareholding in the Company	Nil
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WILLIAMSON MAGOR & CO. LIMITED

Registered Office :

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

PROXY

I/We
of being a member/members
of WILLIAMSON MAGOR & CO. LIMITED, hereby appoint
..... of
or failing him of
or failing him of
as my/our Proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting to be held at the Williamson Magor Hall of The Bengal Chamber of Commerce and Industry, 6, N. S. Road, Kolkata 700 001 on Friday, the 2nd August, 2013 and at any adjournment thereof.

Dated this day of 2013.

R.F.No./Client ID No. _____

Signature

Affix
Revenue
Stamp

Note : A member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote in his stead. A Proxy need not be a Member of the Company. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the time for holding the Meeting.



WILLIAMSON MAGOR & CO. LIMITED

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. ONLY MEMBERS OR THEIR PROXIES ARE ENTITLED TO BE PRESENT AT THE MEETING.

Name & Address	R.F. No.
	Client ID No.
	D.P. ID No.

I hereby record my presence at the Annual General Meeting held at the Williamson Magor Hall of The Bengal Chamber of Commerce and Industry, 6, N. S. Road, Kolkata 700 001 on Friday, the 2nd August, 2013 at 11.00 a.m.

SIGNATURE OF THE SHAREHOLDER/PROXY

Note : Shareholder/Proxy holder desiring to attend the Meeting are requested to bring their copy of the Annual Report for reference at the Meeting.

WILLIAMSON MAGOR & CO. LIMITED

ANNUAL REPORT
AND
ACCOUNTS
2012 - 2013



ESTD. 1868



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**DIRECTORS**

B. M. KHAITAN - *Chairman*
DEEPAK KHAITAN - *Vice Chairman*
A. KHAITAN
T. R. SWAMINATHAN
R. S. JHAWAR
PADAM KUMAR KHAITAN
DR. R. SRINIVASAN
G. MOMEN
BHARAT BAJORIA
H. M. PAREKH

MANAGER

D. PAL CHOUDHURY

SECRETARY

H. U. SANGHAVI

AUDITORS

LOVELOCK & LEWES
Chartered Accountants

BANKERS

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

SHARE TRANSFER AGENTS

MAHESHWARI DATAMATICS PVT. LTD.
6, MANGOE LANE, 2ND FLOOR
KOLKATA - 700 001
TEL : 033-2243-5809; 033-2243-5029; 033-2248-2248
FAX : 033-2248-4787
E-mail : mdpl@cal.vsnl.net.in

REGISTERED OFFICE

FOUR MANGOE LANE
SURENDRA MOHAN GHOSH SARANI
KOLKATA - 700 001
TEL : 033-2243-5391, 033-2248-9434,
033-2248-9435, 033-2210-1221
FAX : 033-2248-8114, 033-2248-3683
E-mail : administrator@wmg.co.in



WILLIAMSON MAGOR GROUP

WILLIAMSON MAGOR & CO. LTD. PRINCIPAL ACTIVITIES –

NON-BANKING FINANCE & PROPERTY OWNERS

GROUP COMPANIES

EVEREADY INDUSTRIES INDIA LIMITED

McLEOD RUSSEL INDIA LIMITED

WOODSIDE PARKS LIMITED

MAJERHAT ESTATES & DEVELOPERS LIMITED

D1 WILLIAMSON MAGOR BIO FUEL LIMITED

KILBURN ENGINEERING LIMITED

McNALLY BHARAT ENGINEERING CO. LIMITED

WILLIAMSON FINANCIAL SERVICES LIMITED

BABCOCK BORSIG LIMITED

DUFFLAGHUR INVESTMENTS LIMITED

METALS CENTRE LIMITED

UNITED MACHINE CO. LIMITED

ICHAMATI INVESTMENTS LIMITED

THE STANDARD BATTERIES LIMITED

BORELLI TEA HOLDINGS LIMITED (U.K.)

PHU BEN TEA COMPANY LIMITED (VIETNAM)

RWENZORI TEA INVESTMENTS LIMITED

McLEOD RUSSEL UGANDA LIMITED

McLEOD RUSSEL MIDDLE EAST DMCC (DUBAI)



FIVE YEAR FINANCIAL SUMMARY

	2012-13	2011-12	2010-11	2009-2010	2008-09
(Rupees in Lakh)					
Total Income	3,854.10	5,731.35	2,542.33	2,731.04	2,081.80
Expenses	3,331.51	4,830.59	2,529.90	3,062.78	2,558.39
Profit/(Loss) Before Taxation	522.59	900.76	12.43	(331.74)	(476.59)
Taxation - Current	85.00	350.00	—	—	—
- Earlier years (net of write back)	(3.56)	(34.14)	—	—	123.18
- Deferred	—	—	—	—	—
- Fringe Benefit Tax (net of write back)	—	—	(0.25)	1.79	(4.11)
Profit/(Loss) after Taxation	441.15	584.90	12.18	(329.95)	(357.52)
Transfer to Statutory Reserve	88.23	116.98	2.43	—	—
Retained Profits/(Loss)	352.92	467.92	9.75	(329.95)	(357.52)
Funds Employed	34,388.52	35,199.94	33,996.14	32,162.48	35,982.36
Employment of Funds					
Net Block of Fixed Assets	4,840.66	5,480.30	6,753.98	6,891.38	7,039.36
Investments	22,166.61	22,423.65	20,590.25	20,590.25	20,624.93
Net Current Assets	7,381.25	7,295.99	6,651.91	4,680.85	8,318.07



REPORT OF THE DIRECTORS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2013

The Directors have pleasure in presenting the Annual Report with the Audited Accounts of your Company for the year ended 31st March, 2013.

FINANCIAL RESULTS

	(Rs. in Thousands)	
	2012-2013	2011-2012
Profit before Depreciation and Interest	14,08,29	8,00,96
Less : a) Depreciation	13,56	16,00
b) Interest	24,31,87	28,42,35
Profit/(Loss) before Taxation	(10,37,14)	(20,57,39)
Exceptional item	15,59,73	29,58,15
Profit/(Loss) before Taxation	5,22,59	9,00,76
Tax Expense :		
Current Tax	85,00	3,50,00
Provision written back for earlier years (net)	(3,56)	(34,14)
Profit/(Loss) after Taxation	4,41,15	5,84,90
Less : Transferred to Statutory Reserve	88,23	1,16,98
	<hr/>	<hr/>
	3,52,92	4,67,92
Add : Transfer from Pension Reserve	—	45,00
Loss brought forward from previous years	(23,00,22)	(28,13,14)
Balance carried forward to Balance Sheet	(19,47,30)	(23,00,22)

OPERATIONS

During the year under review the Company posted a net profit of Rs.4.41 Crore as compared to Rs.5.85 Crore earned in the previous year which was primarily on account of lower income from sale of property being exceptional item as compared to the earlier year. However, the Company was able to reduce its finance costs to the tune of Rs.4 Crore during the year under review.

DIVIDEND

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

D1 WILLIAMSON MAGOR BIO FUEL LIMITED

D1 Williamson Magor Bio Fuel Limited (D1WML) was incorporated under a 50:50 joint venture agreement between the Company and D1 Oils Trading Ltd. UK to facilitate development of Jatropha Plantation under contract farming arrangements for production of bio diesel from Jatropha oilseeds. Your Company presently holds 15.70% of equity capital of D1WML. D1WML has abandoned most of the plantations in the North East on account of excessive growth of weed damaging Jatropha plantation to a great extent. The Plantation in Jharkhand however is gradually becoming productive. It is now expected that the Company is likely to procure oil seeds at sub-commercial scale till 2015 and on a commercial scale thereafter mainly at Jharkhand. The longer gestation period for Jatropha plantation and the poor yield as compared to initial indication has been a global phenomenon and most of the Companies engaged in this business are adversely affected. In view of abandonment of the



plantations in the North East your Company has made an appropriate provision in the Accounts against the investments made by it in D1WML.

SUBSIDIARY COMPANIES

The Company disposed of its 51% Shareholding in its 100% subsidiaries namely Woodside Parks Limited and Majerhat Estates & Developers Limited on 19th March, 2013. As a consequence the aforesaid two companies ceased to be subsidiary companies of the company with effect from the said date.

COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988

In terms of the above Rules, your Board is pleased to give particulars as required in an Annexure, which forms a part of the Directors' Report.

DIRECTORS

Since the last report there has been no change in the Board of Directors of the Company. In accordance with Article 100 of the Articles of Association of the Company Messrs. B. M. Khaitan, A. Khaitan and Padam Kumar Khaitan will retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

MANAGER

The Board of Directors of the Company has reappointed Mr. D. Pal Choudhury as Manager as defined in Section 2(24) of the Companies Act, 1956 for a period of one year with effect from 1st April 2013 subject to the approval of the Members of the Company at its ensuing Annual General Meeting.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT AND REPORT ON CORPORATE GOVERNANCE

As required in terms of the Listing Agreement with Stock Exchanges a Management Discussion and Analysis Report and a Report on Corporate Governance are annexed forming part of this Report.

DIRECTORS' RESPONSIBILITY STATEMENT

As stipulated in Section 217(2AA) of the Companies Act, 1956 ('the Act') your Directors confirm as under :

- (i) that in the preparation of the Annual Accounts, the applicable accounting standards have been followed with no material departures ;
- (ii) that 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 or loss of the company for that period ;
- (iii) that 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) that the directors had prepared the annual accounts on a going concern basis.

PARTICULARS OF EMPLOYEES

The information required under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975, as amended, is not being furnished since there was no employee during the year who was in receipt of remuneration exceeding the prescribed limits.



AUDITORS

Messrs. Lovelock & Lewes, Chartered Accountants, the Auditors of the Company retire at the conclusion of the forthcoming Annual General Meeting of the Company and are eligible for re-appointment.

24th May, 2013
Kolkata

For and on behalf of the Board

A. KHAITAN — Director

R.S. JHAWAR — Director

ANNEXURE TO DIRECTORS' REPORT MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS

The year 2012-13 was a difficult year for the Indian Economy. Growth rate for GDP of the country is estimated to fall below 5.5% while the inflation remained high. Current account deficit reached an alarming level on account of fall in exports and reduction in the inflow of foreign investment. Foreign Exchange fluctuation also added to the concerns and estimates had to be revised. Slow down was evident in many industries. On account of inflation prevailing very high it was difficult for Reserve Bank of India to cut the policy rates making way for reduction of interest rate for the borrowers although it was able to cut the repo rate twice @ 25 basis points during the financial year. However, the commercial banks could not pass on the benefits to the borrowers. In a situation like this the Companies operating in the finance and investment sector had a difficult time.

In a not so good scenario some positive signs are being noticed in the economy in the recent months. Reserve Bank has reduced the repo rate by another 25 basis points while reviewing its policy this month. Crude oil and certain other commodity prices have fallen in the global market. The market is expecting another rate cut shortly in view of wholesale price index falling below 5%. The corporate sector in general and the Companies engaged in finance and investment sector in particular are keenly waiting for the rate cut on the expectation that the benefits of such reduction will be passed on to the ultimate borrowers.

OPPORTUNITIES AND THREATS, RISKS AND CONCERNS

Your Company being a Non-Banking Financial Company, is primarily engaged in the business of making investments and giving loans to various bodies corporates. The major part of the loans and investments made by the Company are in the Group Companies. Some of the Companies where the Company holds sizeable shares declared good dividend in the last year and they are expected to repeat the same in this year too. The Company also expects timely recovery of loans with interest thereon from its borrowers. Being a part of the Williamson Magor Group, the Company is in a position to derive benefits from the Group infrastructure and the reputation that the Group enjoys in the corporate world.

The Company has considerable investments in the shares of a few listed Companies. In a volatile market the Company is exposed to the risk of fluctuation in share prices. This, however, is not likely to affect the working of the Company as a major part of the said investments are held on a long term basis and temporary fluctuations of those shares in the stock market do not have much financial implication to the Company.

The Company being a Member of Credit Information Bureau (India) Limited ('CIBIL'), a credit information company pursuant to the Credit Information Companies (Regulation) Act, 2005 will be in a position to avail of the financial data of its Members who



may be its lenders / borrowers (not being Group Companies). This will eventually minimise the Company's risk of operations.

OUTLOOK

Earnings of the Company depend on the performance of the Companies where the Company has invested funds in equities or given loans. With some positive signs in the economy it is expected that the said Companies will perform better in the current year and will pay better dividends and repay the loans with interest in time. If there is a rate cut by the Reserve Bank that will have a beneficial effect on the Company in the form of reduced interest burden. Barring unforeseen circumstances the Company is expected to continue to do well in the current year.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company maintains a system of Internal Control commensurate with its size. The Internal Auditors regularly review the operations. The Audit Committee reviews the adequacy of Internal Control System at regular intervals and provides guidance for improvement.

The Risk Management Committee formed by the Company also has a policy by which it periodically reviews the various risks to which the Company is exposed to and ensure proper record maintenance and proper legal compliances for exercising effective Internal Control.

Moreover, the KYC Norms (i.e. Know Your Customers Norms) and the Revised Fair Practices Code as per the RBI directives act as integral parts of the overall Internal Control System.

HUMAN RESOURCES

There is no material development on the Human Resources front. The Company maintains harmonious relationship with its employees.

CAUTIONARY STATEMENT

Statements in the Management Discussion & Analysis Report in regard to projections, estimates and expectations have been made in good faith. Many unforeseen factors may come into play and affect the actual results, which could be different from what the Directors envisage in terms of future performance and outlook. Market information contained in this Report has been based on information gathered from various published and unpublished reports, and their accuracy, reliability and completeness cannot be assured.

24th May, 2013
Kolkata

For and on behalf of the Board
A. KHAITAN – *Director*
R.S. JHAWAR – *Director*

**ANNEXURE TO DIRECTORS' REPORT****CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION &
FOREIGN EXCHANGE EARNINGS AND OUTGO**

Pursuant to Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988.

FORM A**CONSERVATION OF ENERGY**

A) Power & Fuel Consumption	Nil
B) Consumption per unit of production	Nil

FORM B

RESEARCH AND DEVELOPMENT Nil

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION Nil

FOREIGN EXCHANGE EARNINGS & OUTGO

Total Foreign Exchange :

Earned	Nil
Outgo	Rs. 6.22 lakhs

For and on behalf of the Board

24th May, 2013

A. KHAITAN — Director

Kolkata

R.S. JHAWAR — Director



REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY

The Company's philosophy on Corporate Governance is aimed at efficient conduct of its business and in meeting its obligations towards various Stakeholders. The Company gives due emphasis on transparency, professionalism and accountability. The Company also gives due importance to its social obligations and compliance of various regulatory provisions. The Company has implemented the mandatory requirements regarding Corporate Governance as mentioned in Clause 49 of the Listing Agreement.

2. BOARD OF DIRECTORS

(i) Composition

The Board of Directors of your Company consists of ten Directors. Mr. B.M. Khaitan, a Non-Executive Director is the Chairman of the Board. All other Directors are non-executive and not less than half of the Board comprises Independent Directors. No Director is related to any other Director on the Board in terms of the definition of 'relative' given under the Companies Act, 1956, except Mr. D. Khaitan and Mr. A. Khaitan who are brothers and are also sons of Mr. B. M. Khaitan.

(ii) Board Meetings and Annual General Meeting

During the year ended 31st March 2013, five Board Meetings were held on 09.05.2012, 29.06.2012, 27.07.2012, 30.10.2012, and 25.01.2013 and the Annual General Meeting was held on 20.09.2012.

(iii) Particulars of Directors as on 31st March, 2013 and other Directorships and position held in Board Committees of the Companies :

Name of Directors	Category	No. of Board Meetings		Whether attended last AGM held on 20.09.2012	No. of Directorships in other public limited companies(*)	No. of Committee positions held in other public limited companies(**)	
		Held during the year	Attended			As Chairman	As Member (#)
MR. B. M. KHAITAN	NON-EXECUTIVE CHAIRMAN	5	4	NO	5	—	1
MR. D. KHAITAN	NON-EXECUTIVE VICE-CHAIRMAN	5	1	NO	7	—	1
MR. A. KHAITAN	NON-EXECUTIVE	5	5	YES	7	1	2
MR. T.R. SWAMINATHAN	NON-EXECUTIVE & INDEPENDENT	5	4	NO	3	3	4
MR. R.S. JHAWAR	NON-EXECUTIVE	5	4	YES	7	1	4
MR. PADAM KUMAR KHAITAN	NON-EXECUTIVE	5	4	YES	9	2	3
DR. R. SRINIVASAN	NON-EXECUTIVE & INDEPENDENT	5	5	NO	7	3	7
MR. G. MOMEN	NON-EXECUTIVE & INDEPENDENT	5	3	YES	10	1	7
MR. B. BAJORIA	NON-EXECUTIVE & INDEPENDENT	5	4	NO	7	-	3
MR. H. M. PAREKH	NON-EXECUTIVE & INDEPENDENT	5	2	YES	8	4	8

(#) Including Chairmanship.

(*) The Directorships do not include Alternate Directorships, Directorships of Foreign Companies, Companies under Section 25 of the Companies Act and Private Limited Companies.

(**) Membership/Chairmanship in Committees includes only Membership/Chairmanship of Audit Committee and Shareholders'/Investors' Grievance Committee.





(iv) The Board of Directors plays an important role in ensuring good governance and has laid down a Code of Conduct for all Board Members and Senior Management Personnel of the Company.

The Code has been posted on the website of the Company. All Members of the Board and Personnel in the Senior Management have confirmed compliance of the Code of Conduct.

3. AUDIT COMMITTEE

i) Composition

The Audit Committee of the Board as on 31st March 2013 consisted of Mr. T.R. Swaminathan, Mr. Padam Kumar Khaitan, Dr. R. Srinivasan and Mr. H. M. Parekh. Mr. T.R. Swaminathan a Non-Executive Independent Director, having adequate financial and accounting qualification and background, is the Chairman of the Audit Committee. Mr. H. U. Sanghavi, Company Secretary, acts as the Secretary of the Audit Committee. The Statutory Auditors are invitees to the Meetings of the Audit Committee. The Chairman of the Audit Committee did not attend the AGM due to unavoidable circumstances.

ii) Attendance

Five Meetings of the Audit Committee were held during the financial year ended 31st March 2013 and the attendance of the Members is as follows:

Name of Member of the Audit Committee	Whether attended the Meetings held on				
	09.05.2012	29.06.2012	27.07.2012	30.10.2012	25.01.2013
MR. T. R. SWAMINATHAN	YES	NO	YES	YES	YES
MR. PADAM KUMAR KHAITAN	YES	YES	YES	YES	NO
DR. R. SRINIVASAN	YES	YES	YES	YES	YES
MR. H. M. PAREKH	YES	NO	YES	NO	NO

The role and terms of reference of the Audit Committee covers the matters specified for Audit Committee under Clause 49 of the Listing Agreement and the provision of Section 292A of the Companies Act, 1956.

iii) The terms of reference of the Audit Committee are as follows :

- (a) Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- (b) Reviewing with management the annual financial statements before submission to the Board, focusing primarily on :
 - Matters required to be included in the Directors' Responsibility Statement, as required for the report of the Board of Directors.
 - Any changes in accounting policies and practices.
 - Major accounting entries based on exercise of judgment by management.
 - Qualifications in draft audit report.
 - Significant adjustments arising out of audit.
 - The going concern assumption.
 - Compliance with accounting standards.
 - Compliance with stock exchange and legal requirements concerning financial statements.
 - Any related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large.
- (c) Reviewing with the management, the quarterly financial statements before submission to the Board.
- (d) Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
- (e) Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- (f) Discussion with internal auditors any significant findings and follow up thereon.
- (g) Reviewing the findings of any internal investigations by the internal auditors into matters when there is a suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.



- (h) Discussion with external auditors before the audit commences on nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- (i) Reviewing the Company's financial and risk management policies.
- (j) To look into the reasons for substantial default in the payment to the depositors, debenture holders, shareholders, (in case of non-payment of declared dividends) and Creditors.
- (k) Reviewing the management discussion and analysis of financial condition and results of operations.
- (l) Reviewing the management letter/letters of internal control weakness, if any.
- (m) Reviewing the internal audit reports relating to the internal control weaknesses, if any.
- (n) Recommending appointment, removal and terms of remuneration of Internal Auditor.

(iv) Subsidiary

The minutes of the Board Meetings, the financial statements as well as the significant transactions of the unlisted subsidiary Companies were placed once in a year before the Board for review

4. REMUNERATION COMMITTEE

i) Composition

The Remuneration Committee of the Board as on 31st March 2013 consisted of Dr. R. Srinivasan, Mr. T.R. Swaminathan, Mr. Padam Kumar Khaitan and Mr. B. Bajoria. Dr. R. Srinivasan is the Chairman of the Remuneration Committee. The Remuneration Committee approves the remuneration payable to the Managerial Personnel appointed pursuant to Section 269 of the Companies Act, 1956.

ii) Attendance

One Meeting of the Remuneration Committee was held on 04.04.2012 during the financial year ended 31st March 2013 and the attendance of the Members is as follows :

Name of Member of the Remuneration Committee	Whether attended the Meeting held on 04.04.2012
Dr. R. SRINIVASAN	YES
MR. T. R. SWAMINATHAN	YES
MR. PADAM KUMAR KHAITAN	YES
MR. BHARAT BAJORIA	YES

5. REMUNERATION OF NON-EXECUTIVE DIRECTORS

Remuneration by way of Sitting Fees for attending Board Meetings and Committee Meetings are paid to the Non-Executive Directors at the rate of Rs.10,000/- per Meeting of the Board and Committees thereof. Apart from sitting fees, no other compensation is paid to the Non-Executive Directors. The details of sitting fees paid during 2012-2013 to the Non-Executive Directors of the Company are as under :

Name of Director	Sitting Fees Paid (Rs.)		No. of Shares held as on 31.3.2013
	Board Meetings	Committee Meetings	
MR. B. M. KHAITAN	40,000	—	12,840
MR. D. KHAITAN	10,000	—	—
MR. A. KHAITAN	50,000	—	—
MR. T. R. SWAMINATHAN	40,000	70,000	2,340
MR. R. S. JHAWAR	40,000	—	—
MR. PADAM KUMAR KHAITAN*	40,000	70,000	—
DR. R. SRINIVASAN	50,000	60,000	—
MR. G. MOMEN	30,000	20,000	—
MR. B. BAJORIA	40,000	10,000	—
MR. H. M. PAREKH	20,000	20,000	—
TOTAL	3,60,000	2,50,000	

* Paid to Messrs Khaitan & Co LLP of which Mr. Padam Kumar Khaitan is a Partner.



6. SHAREHOLDERS' GRIEVANCE COMMITTEE

The Shareholders' Grievance Committee is headed by Mr. T.R. Swaminathan, a Non-Executive and Independent Director. The other members of the Committee are Mr. Padam Kumar Khaitan and Mr. G. Momen. Mr. H. U. Sanghavi, Company Secretary, is the Compliance Officer of the Company.

During the financial year 2012-2013, no complaint was received from any shareholder/investor. The Company has acted upon all valid requests for share transfers received during 2012-2013 and no such transfer is pending. All requests for dematerialization and rematerialisation of shares during the aforesaid period were confirmed/rejected into the NSDL/CDSL system.

Two Meetings of the Shareholders' Grievance Committee were held during the financial year ended 31st March 2013 and the attendance of the Members is as follows :

Name of Member of the Shareholders' Grievance Committee	Whether attended the Meetings held on 01.10.2012	28.03.2013
MR. T.R. SWAMINATHAN	YES	YES
MR. PADAM KUMAR KHAITAN	YES	YES
MR. G. MOMEN	YES	YES

7. GENERAL BODY MEETINGS

- a) Location and time of last three Annual General Meetings held are as under :

Financial Year	Date	Time	Venue
31.03.2010	29.09.2010	10.30 A.M.	Williamson Magor Hall of The Bengal Chamber of Commerce & Industry. 6, N. S. Road, Kolkata - 700 001
31.03.2011	29.09.2011	11.00 A.M.	Williamson Magor Hall of The Bengal Chamber of Commerce & Industry. 6, N. S. Road, Kolkata - 700 001
31.03.2012	20.09.2012	11.00 A.M.	Williamson Magor Hall of The Bengal Chamber of Commerce & Industry. 6, N. S. Road, Kolkata - 700 001

No Special Resolution was passed in the last three Annual General Meetings.

- b) No Special Resolution was required to be put through postal ballot in the last three years.

8. DISCLOSURES

- i) There have been no materially significant related party transactions between the Company and its key management personnel or their relatives, subsidiaries and associates except for those disclosed in Note No.29 to the Accounts in the Annual Report.
- ii) There has not been any non-compliance, penalties or strictures imposed on the Company by the Stock Exchanges, SEBI or any other statutory authority, on any matter relating to the capital markets during the last 3 years.
- iii) Presently, the Company does not have a whistle blower policy.
- iv) All the mandatory requirements have been appropriately complied with and the non-mandatory requirements have been dealt with at the end of this report.



9. MEANS OF COMMUNICATION

- i) The Half-yearly results are published in the newspapers in terms of Clause 41 of the Listing Agreement and not sent to the Shareholders.
 - ii) The Quarterly results, Half-yearly results and Annual Audited results are published in the Financial Express and Aajkal (Vernacular).
 - iii) The Company displays the financial results and certain other information on its web site : www.wmtea.com
 - iv) Management discussion and Analysis Report has been annexed to and forms part of the Report of the Directors to the Shareholders.

10. SHAREHOLDERS' GENERAL INFORMATION

i) Annual General Meeting 2012-2013

Date and Time : 2nd August, 2013 at 11.00 a.m.

Venue : Williamson Magor Hall, The Bengal Chamber of Commerce and Industry, 'Royal Exchange', 6, Netaji Subhas Road, Kolkata - 700 001

ii) Financial Year : 1st April to 31st March.

Financial Calendar :	
Annual Results of previous year (audited)	: End May 2013
First Quarter Results (30th June)	: Mid August 2013
Annual General Meeting	: Last week of September 2013
Second Quarter Results (30th September)	: Mid November 2013
Third Quarter Results (31st December)	: Mid February 2014
Financial Reporting for the year ending 31st March 2014	: End May 2014

iv) Dates of Book Closure

The Share Transfer Books and Register of Members of the Company will remain closed from 25th July 2013 to 2nd August 2013 (both days inclusive).

v) **Dividend**

The Board of Directors of the Company has not recommended any dividend for the year ended 31st March, 2013.

vi) Listing on Stock Exchange and Stock Code

The Company's Shares are listed on the following Stock Exchanges and the Annual Listing Fee for the year 2013-2014 has been paid to each of them :

Name of the Stock Exchange	Stock Code No.
Bombay Stock Exchange Limited	519224
National Stock Exchange of India Limited	WILLAMAGOR EQ
The Gauhati Stock Exchange Limited	L/558
The Calcutta Stock Exchange Association Limited	33013

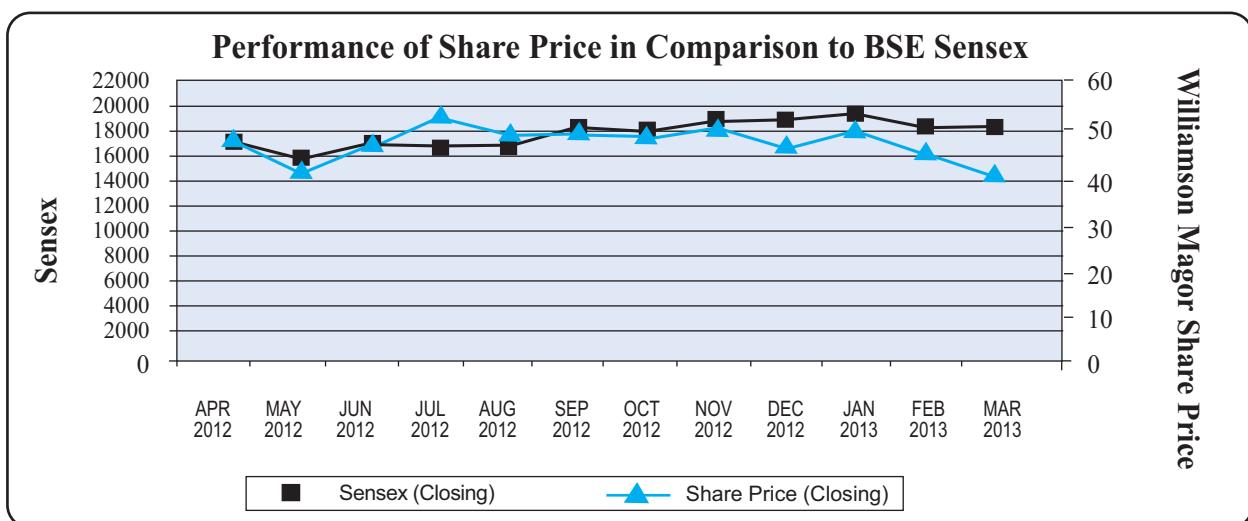


vii) Stock Price Data :

Month	BOMBAY STOCK EXCHANGE LTD.				NATIONAL STOCK EXCHANGE LTD.	
	High Rs.	Low Rs.	Share Price (closing) Rs.	Sensex (closing)	High Rs.	Low Rs.
April 2012	56.50	42.60	48.20	17318.81	54.00	41.15
May 2012	51.05	40.55	41.05	16218.53	49.70	40.10
June 2012	49.35	38.25	47.30	17429.98	49.50	38.15
July 2012	59.65	45.15	53.70	17236.18	60.85	44.80
August 2012	57.40	49.05	49.40	17429.56	58.00	48.55
September 2012	52.10	48.60	50.40	18762.74	54.95	47.05
October 2012	52.20	47.40	49.10	18505.38	54.50	48.00
November 2012	54.00	48.25	51.45	19339.90	54.00	47.10
December 2012	54.25	45.35	46.50	19426.71	52.00	45.40
January 2013	55.00	46.10	50.50	19894.98	55.00	46.20
February 2013	50.90	44.35	45.10	18861.54	52.40	45.00
March 2013	48.90	35.20	40.35	18835.77	46.90	35.60

viii) Performance in comparison to BSE Sensex :

Share Price Performance (April 2012 to March 2013)
 Share Price (Closing) Sensex (Closing)





ix) Share Transfer System

The requests for transfer of shares held in physical mode should be lodged at the office of the Company's Registrar & Share Transfer Agents, Maheshwari Datamatics Private Limited (Registered by SEBI), 6 Mangoe Lane, 2nd Floor, Surendra Mohan Ghosh Sarani, Kolkata 700 001 or at the registered office of the Company. The Board of Directors has unanimously delegated the powers of share transfer, transmission, issue of duplicate share certificates, sub-division and consolidation of shares to a Share Transfer Committee comprising Messrs. B. M. Khaitan, D. Khaitan, T. R. Swaminathan and R. S. Jhawar in order to expedite transfer, transmission etc. in the physical form. During the first half of the year the Committee met once in every fortnight and thereafter the Committee has been holding meetings every week for approving Share Transfers and for other related activities. Share Transfers are registered and returned in the normal course within an average period of 14 days, if the transfer documents are found technically in order and complete in all respects.

The Company conducts a weekly review of the functions of the Registrar and Share Transfer Agent for upgrading the level of service to the Shareholders. Weekly review is also conducted on the response to the shareholders pertaining to their communication and grievances, if any.

x(a) Categories of Shareholders as on 31st March, 2013

Sr. No.	Category	No. of Shareholders	No. of Shares held	Percentage of holding
1	Promoters	4	6779203	61.87
2	Mutual Funds / UTI	—	—	—
3	Financial Institutions / Banks / Insurance Companies	5	275853	02.52
4	Central / State Government(s)	—	—	—
5	FIIs	—	—	—
6	Bodies Corporate	222	558373	05.10
7	NRIs / OCBs	45	98471	00.90
8	Resident Individuals	7779	3242136	29.59
9	Clearing Member	15	2324	00.02
Total		8070	10956360	100.00

x(b) Distribution of Shareholding as on 31st March, 2013

Size of holding	No. of holders	Percentage	No. of Shares	Percentage
1 to 500	7127	88.31	577654	05.27
501 to 1000	417	05.17	335602	03.06
1001 to 2000	264	03.27	395497	03.61
2001 to 3000	83	01.03	216052	01.97
3001 to 4000	53	00.66	190757	01.74
4001 to 5000	30	00.37	140739	01.29
5001 to 10000	46	00.57	320824	02.93
10001 and above	50	00.62	8779235	80.13
Total	8070	100.00	10956360	100.00

As on 31st March, 2013, 95.62% of the Company's total shares representing 10476332 Shares were held in the dematerialized form and the balance 4.38% representing 480028 Shares were in the physical form.

**x) Dematerialisation of Shares and liquidity**

The Shares of the Company are compulsorily traded in dematerialised form under depository systems of both the National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL). Requests for dematerialization of shares are processed and confirmation is given to the respective Depositories Code No. allotted by NSDL & CDSL. The ISIN for the Company's Shares in Demat Form is INE 210A01017.

xii) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments :

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

xiii) Plant Location :

The Company is not engaged in any manufacturing activity.

xiv) Insider Trading Regulation

The Code of Internal Procedure & Conduct as suggested under the SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended by the Notification of 20th February, 2002 are in force since 26th July, 2002.

xv) CEO / CFO Certification

The Company is duly placing a certificate to the Board from the CEO/CFO in accordance with the provisions of Clause 49(V) of the Listing Agreement. The aforesaid certificate duly signed by the CEO/CFO in respect of the financial year ended 31st March, 2013 has been placed before the Board at the Meeting held on 24th May 2013.

xvi) Auditors' Certificate on Corporate Governance

As required under clause 49 of the Listing Agreement, the Auditors' Certificate on compliance of the corporate governance norms is attached.

xvii) Address for Correspondence :

Any assistance regarding Share transfers and transmission, change of address, non-receipt of share certificate/duplicate share certificate, demat and other matters and for Redressal of all share-related complaints and grievances, the Members are requested to please write to or contact the Registrar & Share Transfer Agents or the Share Department of the Company for all their queries or any other matters relating to their shareholding in the Company at the addresses given below :

i) The Company's Registered Office is situated at :

'Four Mangoe Lane', Surendra Mohan Ghosh Sarani, Kolkata-700 001.
TEL : 033-2210-1221, 033-2243-5391, 033-2248-9434, 033-2248-9435
FAX : 91-33-2248-3683, 91-33-2248-8114
E-mail : administrator@wmg.co.in

ii) Appointment of Common Agency for Share Registry Work :

In accordance with the SEBI directive vide Circular Nos.D&CC/FITTC/CIR-15/2002 dated 27th December, 2002 and D&CC/FITTC/CIR-18/2003 dated 12th February 2003, Messrs. Maheshwari Datamatics Private Limited, a SEBI registered Registrar & Share Transfer Agent is handling all the work related to Share Registry of the Company for both physical and electronic mode at their Registered Office at :-

**MAHESHWARI DATAMATICS PVT. LTD.**

6, Mangoe Lane, 2nd Floor, Surendra Mohan Ghosh Sarani, Kolkata - 700 001
Tel : (033) 2243-5809, 2243-5029, 2248-2248
Fax : (033) 2248-4787 E-mail Id : mdpl@cal.vsnl.net.in

In case of any difficulty, the Compliance Officer at the Registered Office of the Company may be contacted.

Special E-mail ID : investors_relation@wmg.co.in

Compliance of Non-Mandatory Requirements :**i) Chairman of the Board :**

During the year under review, no expenses were incurred in connection with the office of the Chairman.

ii) Remuneration Committee :

The Company has a Remuneration Committee comprising Dr. R. Srinivasan, Mr. T. R. Swaminathan, Mr. Padam Kumar Khaitan and Mr. Bharat Bajoria as stated in item no. 4 above.

iii) Shareholder Rights :

Half-yearly results including summary of the significant events are presently not being sent to the Shareholders of the Company.

iv) Audit Qualification :

The Company endeavours to present unqualified financial statements. There are no audit qualifications in the financial statements of the Company for the year under reference.

v) Training of Board Members :

There was no Directors' Training Programme during the year under review.

vi) Mechanism for evaluating Non-Executive Board Members :

There is no mechanism for evaluating Non-Executive Board Members at present. All the Non-Executive Board Members are having requisite qualification and expertise in their respective functional areas.

vii) Whistle Blower Policy :

There is no Whistle Blower Policy at present as stated in item No. 8(iii) above

24th May, 2013
Kolkata

For and on behalf of the Board

A. KHAITAN — Director
R.S. JHAWAR — Director



CERTIFICATE OF COMPLIANCE OF THE CODE OF CONDUCT OF THE COMPANY

The Company has duly adopted a Code of Conduct at the meeting of the Board of Directors held on 31st October, 2005. After adoption of the Code of Conduct, the same was circulated to all the Board Members and Senior Management Personnel for Compliance. The Code of Conduct has been posted on the website of the Company. The Company has since received declarations from all the Board Members and Senior Management Personnel affirming compliance of the Code of Conduct of the Company in respect of the financial year ended 31st March, 2013.

Kolkata, 24th May, 2013

D. PAL CHOUDHURY
Manager



AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the Members of Williamson Magor & Co. Limited

We have examined the compliance of conditions of Corporate Governance by Williamson Magor & Co. Limited, for the year ended March 31st 2013, as stipulated in Clause 49 of the Listing Agreements of the said Company with stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For LOVELOCK & LEWES
Firm Registration No - 301056E
Chartered Accountants

24th May, 2013
Kolkata

(P. Law)
Partner
Membership No. 51790



INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF WILLIAMSON MAGOR & CO. LIMITED

Report on the Financial Statements

1. We have audited the accompanying financial statements of Williamson Magor & Company Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

Management's Responsibility for the Financial Statements

2. The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of 'the Companies Act, 1956' of India (the "Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence, about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. In our opinion, and to the best of our information and according to the explanations given to us, the accompanying financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:



- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013 ;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

7. As required by ‘the Companies (Auditor’s Report) Order, 2003’, as amended by ‘the Companies (Auditor’s Report) (Amendment) Order, 2004’, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act (hereinafter referred to as the “Order”), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
8. As required by section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act;
 - (e) On the basis of written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

For LOVELOCK & LEWES
Firm Registration No.301056E
Chartered Accountants

(P. Law)
Partner
Membership No. 51790

Kolkata, 24th May, 2013



Annexure to Independent Auditors' Report

Referred to in paragraph 7 of the Independent Auditors' Report of even date to the members of Williamson Magor & Co. Limited on the financial statements as of and for the year ended 31st March, 2013

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
(b) The fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
(c) In our opinion, and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed off by the Company during the year.
- ii. The Company is in the business of rendering services, and consequently, does not hold any inventory. Therefore, the provisions of Clause 4(ii) of the said Order are not applicable to the Company.
- iii. (a) The Company has granted unsecured loans, to three companies covered in the register maintained under Section 301 of the Act. The maximum amount involved during the year and the year-end balance of such loans aggregated Rs. 1,305,500 thousand and Rs. 627,000 thousand respectively.
(b) In our opinion, the rate of interest and other terms and conditions of such loans are not *prima facie* prejudicial to the interest of the Company.
(c) In respect of the aforesaid loans, the parties are repaying the principal amounts, as stipulated, and are also regular in payment of interest as applicable. The payment terms are in accordance with the demand / call loan policy framed by the Company under Clause 6A of the NBFCs Prudential Norms (RBI Directions) 1998 issued by Reserve Bank of India.
(d) In respect of the aforesaid loans, there is no overdue amount more than Rupees One Lakh.
(e) The Company has taken unsecured loans, from one company covered in the register maintained under Section 301 of the Act. The maximum amount involved during the year and the year-end balance of such loans aggregated Rs. 405,000 thousand and Rs. Nil, respectively.
(f) In our opinion, the rate of interest and other terms and conditions of such loans are not *prima facie* prejudicial to the interest of the Company.
(g) In respect of the aforesaid loans, the Company is regular in repaying the principal amounts, as stipulated, and is also regular in payment of interest, as applicable.



- iv. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of fixed assets and for the sale of services. The Company's operations do not involve purchase of inventory and sale of goods. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v. (a) According to the information and explanations given to us, we are of the opinion that the particulars of all contracts or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
(b) In our opinion, and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements and exceeding the value of Rupees Five Lakhs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- vi. The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.
- vii. In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.
- viii. The Central Government of India has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Act for any of the products of the Company.
- ix. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of professional tax, service tax, and employees' state insurance, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including provident fund, investor education and protection fund, income tax, wealth tax, customs duty, excise duty and other material statutory dues, as applicable, with the appropriate authorities.
(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of sales tax, wealth tax and customs duty which have not been deposited on account of any dispute. The particulars of dues of income tax, service tax and excise duty as at March 31, 2013 which have not been deposited on account of a dispute, are as follows:



Name of the statute	Nature of dues	Amount (Rs. thousand)	Period to which the amount relates	Forum where the dispute is pending
Central Excise Act, 1944	Interest on Excise Duty	711	1987-88	Hon'ble High Court of Chennai
Finance Act, 1994	Service Tax, Penalty and interest thereon	14,237 and interest thereon	2005-06, 2006-07, 2007-08, 2008-09	Customs, Excise and Service Tax Appellate Tribunal, East Zonal Bench, Kolkata
Finance Act, 1994	Service Tax, Penalty and interest thereon	4,580 plus penalty and interest thereon	2004-05, 2005-06	Customs, Excise and Service Tax Appellate Tribunal, East Zonal Bench, Kolkata
Income Tax Act, 1961	Income Tax	2,383	AY 2010-11	Commissioner of Income Tax (Appeals)

- x. The accumulated losses of the Company did not exceed fifty percent of its net worth as at 31st March, 2013 and it has not incurred cash losses in the financial year ended on that date and or in the immediately preceding financial year.
- xi. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution as at the balance sheet date. The Company has neither any outstanding dues to any banks or debenture holders at the beginning of the year nor has it obtained any such loans during the year.
- xii. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore, the provisions of Clause 4(xii) of the Order are not applicable to the Company.
- xiii. As the provisions of any special statute applicable to chit fund / nidhi / mutual benefit fund / societies are not applicable to the Company, the provisions of Clause 4(xiii) of the Order are not applicable to the Company.
- xiv. In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of Clause 4(xiv) of the Order are not applicable to the Company.
- xv. In our opinion, and according to the information and explanations given to us, the Company has not given any



- guarantee for loans taken by others from banks or financial institutions during the year. Accordingly, the provisions of Clause 4(xv) of the Order are not applicable to the Company.
- xvi. In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained.
- xvii. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that the Company has used *funds raised on short-term basis aggregating to Rs. 442,086 thousand for long-term investment (i.e. Non-current investments)*.
- xviii. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year. Accordingly, the provisions of Clause 4(xviii) of the Order are not applicable to the Company.
- xix. The Company has not issued any debentures during the year and does not have any debentures outstanding as at the beginning of the year and at the year end. Accordingly, the provisions of Clause 4(xix) of the Order are not applicable to the Company.
- xx. The Company has not raised any money by public issues during the year. Accordingly, the provisions of Clause 4(xx) of the Order are not applicable to the Company.
- xxi. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

For LOVELOCK & LEWES
Firm Registration No - 301056E
Chartered Accountants

(P. Law)
Partner
Membership No. 51790

Kolkata, 24th May, 2013



BALANCE SHEET AS AT 31ST MARCH, 2013

	Note No.	31st March, 2013 Rs.'000	31st March, 2012 Rs.'000
Equity and Liabilities			
Shareholders' Funds			
Share Capital	2	10,95,64	10,95,64
Reserves & Surplus	3	1,70,47,42	1,72,21,59
		<u>1,81,43,06</u>	<u>1,83,17,23</u>
Non-current Liabilities			
Long-term Borrowings	4	17,35,76	44,18,10
Other Long-term Liabilities	5	35,53	39,13
Long-term Provisions	6	33,01	32,37
		<u>18,04,30</u>	<u>44,89,60</u>
Current Liabilities			
Short-term Borrowings	7	1,16,90,00	1,01,70,00
Trade Payables	8	26,20	25,58
Other Current Liabilities	9	29,78,66	38,42,63
Short-term Provisions	10	39,48	33,56
		<u>1,47,34,34</u>	<u>1,40,71,77</u>
Total		<u>3,46,81,70</u>	<u>3,68,78,60</u>
Assets			
Non-current Assets			
Fixed Assets			
Tangible assets	11	48,40,66	54,80,30
Non-current Investments	12	2,21,66,61	2,24,23,65
Long-term Loans and Advances	13	42,00	41,21
		<u>2,70,49,27</u>	<u>2,79,45,16</u>
Current Assets			
Trade Receivables	14	1,64,02	1,28,15
Cash and Bank Balances	15	1,90,36	1,35,73
Short-term Loans and Advances	16	63,22,33	83,53,42
Other Current Assets	17	9,55,72	3,16,14
		<u>76,32,43</u>	<u>89,33,44</u>
Total		<u>3,46,81,70</u>	<u>3,68,78,60</u>

The notes are an integral part of these financial statements.

This is the Balance Sheet referred to in our report of even date.

For LOVELOCK & LEWES
Firm Registration No.301056E

Chartered Accountants

(P. Law)

Partner

Membership No. 51790

Kolkata, 24th May, 2013

A. KHAITAN - Director

R. S. JHAWAR - Director

H. U. SANGHAVI - Secretary



**STATEMENT OF PROFIT & LOSS
FOR THE YEAR ENDED 31ST MARCH, 2013**

	Note No.	Year ended 31st March, 2013 Rs.'000	Year ended 31st March, 2012 Rs.'000
Revenue from Operations	18	22,55,62	27,57,88
Other Income	19	38,75	15,32
Total Revenue		22,94,37	27,73,20
Expenses :			
Employee Benefits Expense	20	47,78	40,00
Finance Costs	21	24,31,87	28,42,35
Depreciation Expense	22	13,56	16,00
Other Expenses	23	8,38,30	19,32,24
Total Expenses		33,31,51	48,30,59
Profit/(Loss) before Exceptional Items and Tax		(10,37,14)	(20,57,39)
Exceptional Item	35	15,59,73	29,58,15
Profit before Tax		5,22,59	9,00,76
Tax Expense			
- Current tax		85,00	3,50,00
- Provision for current tax relating to earlier years written back (net)		(3,56)	(34,14)
Profit for the year		4,41,15	5,84,90
Earnings per Equity Share (Nominal value per share Rs.10)	31		
Basic		4.03	5.34
Diluted		4.03	5.34

The notes are an integral part of these financial statements.

This is the Statement of Profit & Loss referred to in our report of even date.

For LOVELOCK & LEWES
Firm Registration No.301056E
Chartered Accountants
(P. Law)
Partner
Membership No. 51790

Kolkata, 24th May, 2013

A. KHAITAN - Director

R. S. JHAWAR - Director

H. U. SANGHAVI - Secretary

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2013**

	31st March, 2013 (Rs.'000)	31st March, 2012 (Rs.'000)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before tax and exceptional items	(10,37,14)	(20,57,39)
Adjustment for :		
Depreciation	13,56	16,00
(Profit)/Loss on sale of investments	1,50,25	(5)
Provision for Diminution in Value of Investments	(9,27)	13,97,75
Provision for Contingent Asset for Standard Asset written back	(2,95)	—
Provision for Sub Standard Assets	2,84	—
Provision for Standard Assets	—	10,93
Provision for doubtful debts/advances written back	—	(32)
Bad debts/advance/deposit written off	3,58,57	1,22,58
Loss on Assets Scrapped (Net)	(2,29)	65
Liabilities written back	—	(1,00)
Provision for retirement benefits	10,20	11,40
Interest on Compensation for surrender of tenancy right	(2,20)	—
Interest on Income Tax Refund	(19,07)	(4,90)
Operating profit/(loss) before working capital changes	(5,37,50)	(5,04,35)
Adjustment for :		
Trade and other receivables	11,34,84	(45,15,84)
Trade payable and other liabilities	(13,45,87)	13,53,38
Retirement benefits paid	(12,07)	(9,60)
Cash generated from operations	(7,60,60)	(36,76,41)
Interest received on refund of income tax	19,07	4,90
Direct tax & Fringe benefit tax paid	(2,11,47)	71,03
Net cash used in Operating Activities	(9,53,00)	(36,00,48)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of tangible assets	(1,44)	(1,83)
Sale of tangible assets (Exceptional Item-Refer Note-35)	14,35,60	29,84,87
Receipt of compensation on surrender of tenancy right (Exceptional Item - Refer Note - 35)	1,38,60	—
Receipt of Interest on compensation for surrender of tenancy right	2,20	—
Disposal of a part of holding in subsidiaries	1,14,95	—
Sale of non current investments	1,13	15
Purchase of non current investments	—	(32,31,25)
Net cash used in Investing Activities	16,91,04	(2,48,06)



C. CASH FLOW FROM FINANCING ACTIVITIES

	31st March, 2013 (Rs.'000)	31st March, 2012 (Rs.'000)
Proceeds from long term borrowings	—	75,00,00
Repayment of long term borrowings	(22,03,41)	(25,63,06)
Proceeds from short term borrowings	89,75,00	1,95,35,00
Repayment of short term borrowings	(74,55,00)	(2,25,10,00)
Net Cash from Financing Activities	(6,83,41)	19,61,94
Net increase/ (decrease) in cash and cash equivalents	54,63	(18,86,60)
Cash and cash equivalents (Opening Balance) [Refer Note 15]	1,34,10	20,20,70
Cash and cash equivalents (Closing Balance) [Refer Note 15]	1,88,73	1,34,10

1. Cash and Cash equivalents represent cash and bank balances only.
2. The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard-3 on Cash Flow Statement.
3. Previous year's figures have been rearranged and regrouped wherever necessary.

This is the Cash Flow Statement referred to in our Report of even date.

For LOVELOCK & LEWES
Firm Registration No.301056E
Chartered Accountants
(P. Law)
Partner
Membership No. 51790

Kolkata, 24th May, 2013

A. KHAITAN - Director
R. S. JHAWAR - Director
H. U. SANGHAVI - Secretary



NOTES TO THE FINANCIAL STATEMENTS

NOTE 1

1. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Preparation

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis, except for certain tangible assets which are being carried at revalued amounts. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standard) Rules, 2006, as amended], the other relevant provisions of the Companies Act, 1956 and to the extent applicable, with the provisions of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 [NBFC Directions].

All assets and liabilities have been classified as current or non-current as per the criteria set out in the Schedule VI to the Companies Act, 1956. Considering its nature of business, the Company has ascertained its operating cycle as 12 months for the purpose of current - non current classification of assets and liabilities.

b) Tangible Assets

Tangible assets are stated at cost of acquisition and at revaluation on current cost basis for certain assets, net of accumulated depreciation and accumulated impairment losses, if any.

An impairment loss is recognised where applicable when the carrying value of tangible asset exceeds their net realisable value or value in use, whichever is higher.

Profit or loss on disposal of tangible assets is recognised in the Statement of Profit and Loss.

c) Depreciation

Depreciation on tangible assets (other than Land-Freehold) is provided on reducing balance method in accordance with Schedule XIV to the Companies Act,1956. Additional charges of depreciation for the year on differential increase in values arising out of revaluation is adjusted against withdrawal from Revaluation Reserve.

d) Investments

Investments which are of long term nature are stated at cost less amounts written off/provided for when the directors are of the opinion that diminutions other than temporary, in their carrying values have taken place.

e) Revenue Recognition

Operating Revenue :

Dividend income is recognised when right to receive dividend is established.

Interest income is generally recognised on a time proportion basis taking into account the amount outstanding and the rate applicable, when there is reasonable certainty as to realisation and guided by NBFC Directions.

Other operating revenue is recognised when there is reasonable certainty as to its realisation.

Service Income is accounted for based on business arrangements in existence on rendering of services.

Lease rental income under operating lease is recognised in Statement of Profit and Loss.

**f) Employee Benefits**

Short term employee benefits :

These are recognised at the undiscounted amount in the Statement of Profit and Loss for the year in which the related service is rendered .

Post Employment Benefit Plans :

Contributions under Defined Contribution Plans are recognised on accrual basis as expenses for the year.

In case of Defined Benefit Plans, the cost of providing the benefit is determined on the basis of actuarial valuation using the Projected Unit Credit Method at each Balance Sheet date.

Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss. The retirement benefit obligation provided in the Balance Sheet represents the present value of defined benefit obligations.

g) Foreign Currency Transactions

Foreign Currency transactions are recorded at the rate of exchange prevailing on the date of the respective transactions. All monetary items are restated at the year-end at the closing rate.

h) Borrowing Cost

Borrowing costs relating to acquisition/construction of qualifying assets, if any, are added to the cost of such assets until such time as the assets are substantially ready for their intended use. All other borrowing costs are charged to Statement of Profit and Loss.

i) Taxes on Income

Current tax is determined as the amount of tax payable in respect of taxable income for the period as per the applicable tax rates and laws.

Deferred tax is recognised, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred Tax Assets in respect of carry forward losses and/or unabsorbed depreciation are recognised only when it is virtually certain that sufficient future taxable income will be available against which such deferred tax assets will be realised.

Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantively enacted by the Balance Sheet date.

j) Provision and Contingent Liabilities

Provisions: Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date and are not discounted to its present value.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past event, the existence of which will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is termed as a contingent liability.



NOTES TO THE FINANCIAL STATEMENTS

NOTE 2

SHARE CAPITAL

Authorised –

23,750,000 (31st March, 2012 : 23,750,000) Equity Shares
of Rs.10/- each

31st March, 2013
Rs.'000

23,75,00

125,000 (31st March, 2012 : 1,25,000) Preference Shares
of Rs. 100/- each

1,25,00

31st March, 2012
Rs.'000

23,75,00

Issued and Subscribed and Fully Paid-up:

10,956,360 (31st March, 2012 : 10,956,360) Equity Shares
of Rs. 10/- each

10,95,64

10,95,64

10,95,64

10,95,64

=====

(a) Term/rights attached to equity shares

The Company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(b) Details of shares held by shareholders holding more than 5% of the aggregate equity shares in the Company

Metals Centre Limited

31st March, 2013
No. % holding

50,36,629 45.97%

31st March, 2012
No. % holding

50,36,629 45.97%

United Machine Co. Limited

9,07,210 8.28%

9,07,210 8.28%

Ichamati Investments Private Ltd.

8,35,364 7.62%

8,35,364 7.62%

**NOTES TO THE FINANCIAL STATEMENTS**31st March, 2013
Rs.'00031st March, 2012
Rs.'000**NOTE 3****RESERVES & SURPLUS****Capital Reserve****65,18****65,18****Revaluation Reserve**

Balance as at the beginning of the year	52,18,76	64,50,89
Less: Withdrawal on account of depreciation	77,49	1,12,53
Less : Withdrawal on account of disposal of revalued assets	5,37,83	11,19,60
Balance as at the end of the year	46,03,44	52,18,76

General Reserve [Refer (a) below]**1,17,52,22****1,17,52,22****Statutory Reserves [Refer (b) below]**

Balance as at the beginning of the year	24,85,65	23,68,67
Add : Transferred from surplus in the Profit & Loss Statement	88,23	1,16,98
Balance as at the end of the year	25,73,88	24,85,65

Pension Reserve

Balance as at the beginning of the year	—	45,00
Less : Transfer to Surplus in the Profit and Loss Statement	—	45,00
Balance as at the end of the year	—	—

Surplus in the Profit and Loss Statement

Debit Balance at the beginning of the year	(23,00,22)	(28,13,14)
Profit for the year	4,41,15	5,84,90
Less : Transfer to Statutory Reserve	(88,23)	(1,16,98)
	3,52,92	4,67,92

Transfer from Pension Reserve

Debit Balance at the end of the year	(19,47,30)	(23,00,22)
Total	1,70,47,42	1,72,21,59

(a) Represents a free reserve not meant for any specific purpose

(b) Created as per Section 45 IC of the Reserve Bank of India Act, 1934

NOTE 4**LONG-TERM BORROWINGS****Secured :****Term Loans**

From other than banks	17,35,76	44,18,10
Total	17,35,76	44,18,10



NOTES TO THE FINANCIAL STATEMENTS

Nature of security and terms of repayment for secured borrowings :

	Outstanding Balance		Nature of Security	Terms of repayment
	31st March, 2013 Rs. '000	31st March, 2012 Rs. '000		
(a)	1,73,26	12,93,10	Mortgage of certain immovable properties of the Company and pledge of 3,200,000 shares of Eveready Industries India Limited and 135,000 shares of McLeod Russel India Limited	Repayable in 36 equated monthly instalments beginning from May 2011 along with interest payable monthly at applicable rates i.e. corporate prime lending rate of the lender plus/minus spread that will be applicable from time to time.
(b)	—	6,25,00	Pledge of shares of McLeod Russel India Limited and McNally Bharat Engineering Company Limited on pari passu basis with Babcock Borsig Limited, Williamson Financial Services Limited and Metals Centre Limited	Repayable in 8 equal quarterly instalments commencing at the end of 15 months from the date of disbursement of facilities along with monthly interest @ IL&FS LTBMR minus 475 bps and @ IFIN benchmark rate minus 50 bps respectively.
(c)	15,62,50	25,00,00	Pledge of shares of McLeod Russel India Limited and McNally Bharat Engineering Company Limited on pari passu basis with Babcock Borsig Limited, Williamson Financial Services Limited and Metals Centre Limited	Repayable in 8 equal quarterly instalments commencing at the end of 27 months from the date of disbursement of facilities along with monthly interest @ IL&FS LTBMR minus 475 bps and @ IFIN benchmark rate minus 50 bps respectively.

(d) The above outstanding amount does not include current maturities of long-term debt as mentioned in Note 9.

	31st March, 2013 Rs.'000	31st March, 2012 Rs.'000
NOTE 5		
OTHER LONG-TERM LIABILITIES		
Security deposits taken against rental of properties	<u>35,53</u>	<u>39,13</u>
Total	<u>35,53</u>	<u>39,13</u>
NOTE 6		
LONG-TERM PROVISIONS		
Provision for employees Benefits (Refer Note 28)	<u>33,01</u>	<u>32,37</u>
Total	<u>33,01</u>	<u>32,37</u>



NOTES TO THE FINANCIAL STATEMENTS

NOTE 7**SHORT-TERM BORROWINGS****Secured** : Term loan from other than banks #31st March, 2013
Rs.'00031st March, 2012
Rs.'000**Unsecured** : Inter Corporate loans**Total**50,00,00
66,90,00
1,16,90,0050,00,00
51,70,00
1,01,70,00

Secured by mortgage of certain immovable properties of the Company and pledge of 3,200,000 shares of Eveready Industries India Limited and 135,000 shares of McLeod Russel India Limited as an extension to the security for the secured long-term loan (Refer Note 4)

NOTE 8**TRADE PAYABLES**

Trade payables (Refer Note 33)

Total31st March, 2013
Rs.'000
26,20
26,2031st March, 2012
Rs.'000
25,58
25,58**NOTE 9****OTHER CURRENT LIABILITIES**

Current maturities of Long-term borrowings (Refer Note 4)

26,81,05
1,38,65
1,63
8,13
1,50
—
89,74
48,88
9,08
29,78,6622,02,13
92,48
1,63
3,92
14,01,48
4
1,31,11
—
9,84
38,42,63**Total****NOTE 10****SHORT-TERM PROVISIONS**

Provision for Employee Benefits (Refer Note 28)

9,47
11,97

Provision for Income Tax [Provision for Tax Rs.24,00,18 thousand (Previous year Rs.23,75,17 thousand) netted off Advance Tax to the extent of Rs.23,88,81 thousand (Previous year - Rs.25,92,34 thousand)]

11,37
—**Total****Other Provisions**

Contingent Provision against Standard Assets (Refer Note 36)

20,84
11,97**Total**18,64
39,48
21,59
33,56



NOTES TO THE FINANCIAL STATEMENTS

NOTE 11

FIXED ASSETS

	GROSS BLOCK AT COST OR VALUATION				DEPRECIATION			NET BLOCK	
	As at 31st March, 2012	Addition during the year	As at 31st March, 2013	As at 31st March, 2012	For the year	Disposal/ Adjustment during the year	As at 31st March, 2013	As at 31st March, 2013	As at 31st March, 2012
Tangible Assets									
Land-Freehold	Rs. '000	Rs. '000	Rs. '000	Rs. '000	Rs. '000	Rs. '000	Rs. '000	Rs. '000	Rs. '000
Buildings	35,60,80	—	3,66,97	31,93,83	—	—	—	—	31,93,83
Plant & Machinery	37,14,41	—	3,63,37	33,51,04	18,53,82	82,47	1,81,25	17,55,04	15,96,00
Motor Vehicles	1,09,30	30	3,07	1,06,53	59,54	6,43	2,88	63,09	43,44
Furniture & Fittings	5,72	—	2	5,70	5,22	13	—	5,35	35
Office Equipment	19,28	94	9,04	11,18	17,94	1,04	8,17	10,81	37
Electric Installation	2,62	20	82	2,00	2,28	—	96	1,32	68
Water Supply	31,33	—	—	31,33	28,70	38	—	29,08	2,25
Total	74,53,74	1,44	7,44,00	67,11,18	19,73,44	91,05	1,93,97	18,70,52	48,40,66
<i>Previous Year</i>	<i>90,11,08</i>	<i>1,83</i>	<i>15,59,17</i>	<i>74,53,74</i>	<i>22,57,10</i>	<i>1,28,53</i>	<i>4,12,19</i>	<i>19,73,44</i>	<i>54,80,30</i>

Note :

Land and Buildings at one location was revalued several times in the past, latest on March 31, 2001 on current cost basis and as such the net assets were written up by Rs.84,28,19 thousands and included under Revaluation Reserve.

**NOTES TO THE FINANCIAL STATEMENTS****NOTE 12****NON-CURRENT INVESTMENTS - LONG TERM**

(All shares unless otherwise stated are Rs.10 each fully paid-up)

Trade Investments (valued at cost unless otherwise stated)**(a) Quoted Equity Instruments****Investments in Associates:**

Kilburn Engineering Limited

Eveready Industries India Limited (Rs. 5 each fully paid-up) [Refer (a) below]

Others :

WPIL Limited

Mcnally Bharat Engineering Company Limited [Net of provision for diminution in carrying amount - Rs 8,89,85 thousand (31st March, 2012 : Rs.8,89,85 thousand)] [Refer (a) below]

The Standard Batteries Limited (Re. 1 each fully paid-up) [Net of provision for diminution in carrying amount - Rs.1,60,05 thousand (31st March, 2012 : Rs. 1,60,05 thousand)]

McLeod Russel India Limited (Rs. 5 each fully paid-up) [Refer (a) below]

Kilburn Chemicals Limited [Net of provision for diminution in carrying amount - Rs.2,42,10 thousand (31st March, 2012 : Rs.2,42,10 thousand)]

Kilburn Office Automation Limited [Net of provision for diminution in carrying amount - Rs.7,70 thousand (31st March, 2012:Rs.7,70 thousand)]

Williamson Financial Services Limited [Net of provision for diminution in carrying amount - Rs.23,11 thousand (31st March, 2012 : Rs.Nil)]

(b) Unquoted Equity Instruments Investment in Subsidiaries

Woodside Parks Limited [Net of provision for diminution in carrying amount - Rs.Nil (31st March, 2012 : Rs.2,20,00 thousand)]

Majerhat Estates & Developers Limited [Net of provision for diminution in carrying amount - Rs.Nil (31st March, 2012: Rs.59,46 thousand)] [Refer (b) below]

Investment in Associate

Babcock Borsig Limited

Woodside Parks Limited [Net of provision for diminution in carrying amount - Rs.1,07,80 thousand (31st March, 2012 : Rs.Nil)] [Refer (b) below]

Majerhat Estates & Developers Limited [Net of provision for diminution in carrying amount - Rs.47,40 thousand (31st March, 2012 : Rs.Nil)] [Refer (b) below]

	31st March, 2013 Nos.	Rs.'000	31st March, 2012 Nos.	Rs.'000
Kilburn Engineering Limited	4,319,043	10,69,56	4,319,043	10,69,56
Eveready Industries India Limited (Rs. 5 each fully paid-up) [Refer (a) below]	16,756,841	93,59,01	16,756,841	93,59,01
WPIL Limited	80	1	80	1
Mcnally Bharat Engineering Company Limited [Net of provision for diminution in carrying amount - Rs 8,89,85 thousand (31st March, 2012 : Rs.8,89,85 thousand)] [Refer (a) below]	3,179,748	40,38,28	3,179,748	40,38,28
The Standard Batteries Limited (Re. 1 each fully paid-up) [Net of provision for diminution in carrying amount - Rs.1,60,05 thousand (31st March, 2012 : Rs. 1,60,05 thousand)]	288,625	—	288,625	—
McLeod Russel India Limited (Rs. 5 each fully paid-up) [Refer (a) below]	11,649,946	67,17,38	11,649,946	67,17,38
Kilburn Chemicals Limited [Net of provision for diminution in carrying amount - Rs.2,42,10 thousand (31st March, 2012 : Rs.2,42,10 thousand)]	855,000	2,00,06	855,000	2,00,06
Kilburn Office Automation Limited [Net of provision for diminution in carrying amount - Rs.7,70 thousand (31st March, 2012:Rs.7,70 thousand)]	89,000	2,92	89,000	2,92
Williamson Financial Services Limited [Net of provision for diminution in carrying amount - Rs.23,11 thousand (31st March, 2012 : Rs.Nil)]	576,250	1,67,98	576,250	1,91,09
Woodside Parks Limited [Net of provision for diminution in carrying amount - Rs.Nil (31st March, 2012 : Rs.2,20,00 thousand)]	—	—	2,200,001	—
Majerhat Estates & Developers Limited [Net of provision for diminution in carrying amount - Rs.Nil (31st March, 2012: Rs.59,46 thousand)] [Refer (b) below]	—	—	3,000,000	2,40,54
Babcock Borsig Limited	2,508,013	3,73,33	2,508,013	3,73,33
Woodside Parks Limited [Net of provision for diminution in carrying amount - Rs.1,07,80 thousand (31st March, 2012 : Rs.Nil)] [Refer (b) below]	1,078,000	—	—	—
Majerhat Estates & Developers Limited [Net of provision for diminution in carrying amount - Rs.47,40 thousand (31st March, 2012 : Rs.Nil)] [Refer (b) below]	1,470,000	99,62	—	—

**NOTES TO THE FINANCIAL STATEMENTS****NOTE 12****Non-current Investments - Long Term (*Contd.*)****Investment in Joint Venture**

D1 Williamson Magor Bio Fuel Limited [Net of provision for diminution in carrying amount - Rs.4,63,89 thousand (31st March, 2012: Rs.3,70,88 thousand)]

31st March, 2013
Nos. Rs.'000

3,333,273 1,36,10

31st March, 2012
Nos. Rs.'000

3,333,273 2,29,11

Others :

Dewrance Macneill & Company Limited
(In Liquidation)

1,200,000 —

1,200,000 —

Kilburn Electricals Limited [Net of provision for diminution in carrying amount - Rs.1,40 thousand (31st March, 2012: Rs.1,40 thousand)]

14,000 —

14,000 —

Manor Travels Limited

12,000 1,20

12,000 1,20

Johnston Castings & Allied Industries Limited
(In Liquidation)

2,500 —

2,500 —

Other than Trade Investments (valued at cost unless stated otherwise)**(a) Quoted****Equity Instruments**

J J Leasing & Hiring Limited [Net of Provision for diminution in carrying amount - Rs.Nil (31st March, 2012 : Rs.10 thousand)]

— —

1,000 —

Marigold Glass Industries Limited [Net of provision for diminution in carrying amount - Rs.Nil (31st March, 2012 : Rs.1,13 thousand)]

— —

7,500 —

Suryachakra Sea Foods Limited [Net of provision for diminution in carrying amount - Rs.9,00 thousand (31st March, 2012 : Rs.9,00 thousand)]

50,000 —

50,000 —

Preference Shares

Metal Box India Limited - 6% Redeemable Cumulative Preference Shares of Rs.100 each [Net of provision for diminution in carrying amount - Rs.66 thousand (31st March, 2012 : Rs.66 thousand)]

2,000 —

2,000 —

(b) Unquoted Equity Instruments

Woodlands Multispecialty Hospital Ltd.

113,360 1,16

113,360 1,16

Arvindnagar Goodwill & Co-operative Housing Society Limited (Rs.50 each fully paid-up) [Net of provision for diminution in carrying amount - Rs.250 (31st March, 2012 : Rs.250)]

5 —

5 —

Seema Apartments Co-operative Housing Society Limited [Net of provision for diminution in carrying amount - Rs.4 thousand (31st March, 2012 : Rs.4 thousand)]

80 —

80 —

Kornafuli Association Limited

327 —

327 —



NOTES TO THE FINANCIAL STATEMENTS

NOTE 12

Non-current Investments - Long Term (*Contd.*)

Rivers Steam Navigation Company Limited [Net of provision for diminution in carrying amount - Re.1
 31st March, 2012: Re.1)]

Delhi Golf & Country Club Pvt. Limited (Rs.100 each fully paid-up) [Net of provision for diminution in carrying amount - Rs.45,00 thousand
 (31st March, 2012: Rs.45,00 thousand)]

Cosepa Fiscal Industries Limited [Net of provision for diminution in carrying amount - Rs.35,00 thousand
 (31st March, 2012 : Rs.35,00 thousand)]

ABC Tea Workers Welfare Services [Net of provision for diminution in carrying amount - Rs.1,06 thousand
 (31st March, 2012: Rs.1,06 thousand)]

Gouripore Electric Supply Co.Limited [(Rs.100 each fully paid up) (In Voluntary Liquidation)]

Investment in Preference Shares

India General Navigation & Railway Company Limited - 6% Cumulative Preference Shares (In voluntary liquidation) (Rs.2 each fully paid-up) [Net of provision for diminution in carrying amount - Rs.424 (31st March, 2012: Rs.424)]

Investment in Debenture

Bengal Chambers of Commerce and Industry - 6½% Non-redeemable debentures of Rs.1000 each fully paid-up [Net of provision for diminution in carrying amount - Rs.24 thousand (31st March, 2012 : Rs.24 thousand)]

Total Investments

Aggregate amount of quoted investments

24 —

24 —

24 —

Market Value of quoted investments

2,21,66,61

2,24,23,65

Aggregate amount of unquoted investments

2,28,78,01

2,28,78,01

Aggregate provision for diminution in carrying amounts of investments

4,65,72,62

3,96,28,25

13,22,90

15,89,21

20,34,30

20,43,57

(a) # 3,200,000 shares of Eveready Industries India Limited, 1,940,570 shares of McLeod Russel India Limited, 1,875,000 shares of McNally Bharat Engineering Co. Limited have been pledged with banks and financial institutions against financial assistance taken by the Company and others.

(b) Pursuant to sale of a part of holdings in Woodside Parks Limited (WPL) and Majerhat Estates & Developers Limited (MEDL) during the year, WPL and MEDL have ceased to be Subsidiaries and have become Associates.

**NOTES TO THE FINANCIAL STATEMENTS**

31st March, 2013

Rs.'000

31st March, 2012

Rs.'000

NOTE 13**LONG-TERM LOANS AND ADVANCES****Unsecured**

Security Deposits		
- Considered good	42,00	41,21
- Considered doubtful	14	14
	<u>42,14</u>	<u>41,35</u>
Less : Provision for Doubtful Deposits	14	14
Total	<u>42,00</u>	<u>41,21</u>

NOTE 14**TRADE RECEIVABLES****Unsecured**

Outstanding for a period exceeding six months from the date they are due for payment		
- Considered good	—	—
- Considered sub-standard	28,38	—
- Considered doubtful	3,13,51	3,13,51
Less : Provision for Sub-standard Debts	2,84	—
Less : Provision for Doubtful Debts	<u>3,13,51</u>	<u>3,13,51</u>
	<u>25,54</u>	—

Other Debts

- Considered good	1,38,48	1,28,15
Total	<u>1,64,02</u>	<u>1,28,15</u>

NOTE 15**CASH AND BANK BALANCES****Cash and cash equivalents**

Cash in hand	5,91	3,86
Balances with Banks :		
On current accounts	1,82,82	1,30,24
	<u>1,88,73</u>	<u>1,34,10</u>

Other Bank Balances

Redeemed preference share account	1,63	1,63
Total	<u>1,90,36</u>	<u>1,35,73</u>



NOTES TO THE FINANCIAL STATEMENTS
NOTE 16
SHORT-TERM LOANS AND ADVANCES
Unsecured (Considered good unless otherwise stated)

	31st March, 2013 Rs.'000	31st March, 2012 Rs. '000
Loans and advances to Subsidiaries		
Considered doubtful	—	5,74,50
Less : Provision for doubtful loans and advances	<u>—</u>	<u>5,74,50</u>
	<u>—</u>	<u>—</u>
Loans and advances to Associates and Joint Ventures		
- Considered good	2,98	5,30
Inter Corporate Loans - Doubtful	5,73,65	—
Less : Provision for doubtful loans and advances	<u>5,73,65</u>	<u>—</u>
	<u>2,98</u>	<u>5,30</u>
Deposits with Government Authorities		
- Considered good	11,32	11,32
- Considered doubtful	18,90	18,90
Less : Provision for doubtful loans and advances	<u>18,90</u>	<u>18,90</u>
	<u>11,32</u>	<u>11,32</u>
Other Loans and Advances		
Inter Corporate Loans - considered good	62,70,00	81,00,00
Prepaid Expenses	11,11	4,72
Advances to employees		
- Considered good	2,67	1,95
- Considered doubtful	—	4,14
Less : Provision for doubtful advances	<u>—</u>	<u>4,14</u>
	<u>2,67</u>	<u>1,95</u>
Advances to other parties		
- Considered good*	22,25	10,96
- Considered doubtful	3,72,59	3,71,73
Less : Provision for doubtful advances	<u>3,72,59</u>	<u>3,71,73</u>
	<u>22,25</u>	<u>10,96</u>
Advance Income Tax (Advance Tax Rs.23,88,81 thousand (Previous Year - Rs.25,92,34 thousand) netted off against provision of Tax to the extent of Rs.24,00,18 thousand (Previous Year - Rs.23,75,17 thousand)]	—	2,17,17
Fringe Benefit Tax (Net of provision of Rs.11,27; Previous Year - Rs.11,27 thousand)	2,00	2,00
Total	<u>63,22,33</u>	<u>83,53,42</u>

* Loans and advances to others include Advance to a firm in which a director is a partner Rs.3,25 thousand (Previous Year: Rs.24 thousand)

**NOTES TO THE FINANCIAL STATEMENTS****NOTE 17****OTHER CURRENT ASSETS****Unsecured**

Interest receivable on deposits from subsidiaries

- Considered doubtful

Less : Provision for doubtful receivables

31st March, 2013

Rs.'000

31st March, 2012

Rs.'000

4,09,99

4,09,99

Interest receivable on deposits from Associates

- Considered doubtful

Less : Provision for doubtful receivables

4,09,99

4,09,99

Interest receivable on deposits from others

- Considered good

- Considered doubtful

Less : Provision for doubtful receivables

9,55,72

3,48,55

3,48,55

9,55,72

3,16,14

Total**9,55,72****3,16,14****NOTE 18****REVENUE FROM OPERATIONS**

Dividend on Long-term Investments

7,43,62

8,46,40

Interest Income

10,59,76

12,82,87

Other Operating Revenue

Maintenance Services

1,25,97

1,89,44

Rental of Properties

1,22,27

2,35,17

Other Consultancy Services

2,04,00

2,04,00

Total**22,55,62****27,57,88****NOTE 19****OTHER INCOME**

Interest on Other deposits *

4.34

1,80

Profit on disposal of Long-term Investments

—

5

Profit on disposal of Fixed Assets

3,04

—

Interest on Income Tax/Fringe Benefit Tax Refund *

19,07

12,15

Provision for NPA written back

—

32

Provision for Contingent Asset for Standard Asset written back

2,95

—

Provision for Diminution in the value of investments written back

9,27

—

Liabilities no longer required written back

—

1,00

Miscellaneous Income

8

—

Total**38,75****15,32**

* Includes Rs.17,46 thousand in respect of prior period (Previous Year Rs.7,25 thousand)

**NOTES TO THE FINANCIAL STATEMENTS****NOTE 20****EMPLOYEES BENEFITS EXPENSE**

	31st March, 2013 Rs.'000	31st March, 2012 Rs. '000
Salaries, Wages and Bonus	29,49	22,81
Contribution to Provident and other funds	2,57	1,86
Pension and Gratuity	6,37	10,55
Workmen and Staff welfare expenses	9,35	4,78
Total	47,78	40,00

NOTE 21**FINANCE COSTS**

Interest Expense	23,21,25	27,80,23
Other Borrowing Costs	1,10,62	62,12
Total	24,31,87	28,42,35

NOTE 22**DEPRECIATION EXPENSE**

Depreciation on Tangible Assets	91,05	1,28,53
Less : Recoupment from Revaluation Reserve	77,49	1,12,53
Total	13,56	16,00

NOTE 23**OTHER EXPENSE**

Power and fuel	30,65	75,27
Rent	8,58	10,41
Repairs to building	23,05	27,21
Repairs to machinery	17,58	10,52
General Repair & Maintenance	61,93	66,45
Insurance	7,66	5,20
Rates and Taxes	16,36	61,66
Legal and Professional charges	50,66	49,97
Establishment and General Expenses (Refer Note 26)	79,41	61,06
Travelling and conveyance	30,01	32,58
Contingent Provision for Standard Assets	—	10,93
Provision for Sub Standard Assets	2,84	—
Provision for Diminution in carrying amount of long-term investments	—	13,97,75
Loss on Disposal of Tangible assets	75	65
Loss on Disposal of Long-Term Investments	1,50,25	—
Advances written off	3,58,57	1,22,58
Total	8,38,30	19,32,24

**NOTES TO THE FINANCIAL STATEMENTS**

31st March, 2013

Rs.'000

31st March, 2012

Rs.'000

NOTE 24**CONTINGENT LIABILITIES**

a) Claims against the Company not acknowledged as debt

Excise matters under dispute (Note i)	7,11	7,11
Service Tax matters under dispute (Note ii)	2,65,83	1,92,32
Income Tax matters under dispute (Note iii)	23,83	—
Others	93	93

b) Guarantees given for loans granted to companies within the group

63,50

The probable cash outflow in respect of above is not readily determinable at this stage

Notes :

- i) Representing claim in respect of Interest on Excise Duty pending before the Hon'ble High Court at Chennai.
- ii) Representing demand as per order issued by the Commissioner of Service Tax, Kolkata in respect of various service tax matters. The above includes penalty and interest for delayed payment of the taxes which have not been quantified in the Order.
- iii) Representing demand raised by Income Tax Authority for certain disallowances against which appeal has been filed by the Company.

NOTE 25**EXPENDITURE IN FOREIGN CURRENCY**

Pension to Non-Residents	6,22	3,59
Total	6,22	3,59

NOTE 26**INCLUDED IN ESTABLISHMENT AND GENERAL EXPENSES UNDER NOTE 23**

Amount paid/payable to Auditors:		
As Auditors - Audit Fees	8,00	8,00
For other services		
Tax Audit Fees	2,00	1,75
Certifications, etc.	15,56	11,50
For Reimbursement of Expenses		
Out of Pocket Expenses @	37	32
@ Excluding Service Tax not routed through Statement of Profit and Loss	3,33	2,23

NOTE 27**OPERATING LEASE**

The Company has leasing arrangements in the nature of operating leases in respect of its premises for a period of 3 years which are cancellable and are usually renewable by mutual consent on mutually agreeable terms. The aggregate of such lease rentals are recognised as rental income under Note 18.



NOTES TO THE FINANCIAL STATEMENTS

NOTE 28

EMPLOYEE BENEFITS

I. Defined Contribution Plans

Total contribution to Defined Contribution Plans amount to Rs.2,57 thousand (Previous Year : Rs.1,86 thousand) included in Contribution to Provident and other Funds (Refer Note 20)

II. Defined Benefit Schemes

(a) Pension (Unfunded)

The Company has a practice of paying pension to certain categories of retired employees and in certain cases to their surviving spouses based on actuarial valuation at the end of each year.

(b) Medical Insurance Premium Re-imbursement (Unfunded)

The Company has a scheme of re-imbursement of medical Insurance premium to certain categories of employees and their surviving spouses, upon retirement, based on actuarial valuation at the year end subject to a monetary limit.

(c) Gratuity (Unfunded)

Gratuity benefits accrue to employees completing five years of service based on actuarial valuation at the end of the year with reference to their respective salaries and tenure of employment subject to a maximum limit of Rs.10 lakhs.

(d) Leave Encashment (Unfunded)

Accrued liability towards leave encashment benefits payable to employees has also been evaluated on the basis of actuarial valuation at the end of the year and has been recognised as a charge in the accounts.

The following table set forth the particulars as per actuarial valuation in respect of Defined Benefit Schemes of the Company :

Changes in present value of defined benefit obligations	Pension (Rs.'000)		Medical Insurance (Rs.'000)		Gratuity (Rs.'000)		Leave Encashment (Rs.'000)	
	31st March 2013	31st March 2012	31st March 2013	31st March 2012	31st March 2013	31st March 2012	31st March 2013	31st March 2012
Opening Present Value of obligation	17,95	14,77	23,53	25,54	81	55	2,05	1,68
Provision Written Back	—	—	—	—	—	—	—	—
Interest Cost	1,05	96	1,88	2,17	7	5	17	14
Current Service Cost	—	—	—	—	27	20	34	30
Benefits Paid	(9,65)	(7,12)	(2,42)	(2,48)	—	—	—	—
Actuarial loss (gain) on obligations	4,93	9,34	1,40	(1,70)	5	1	5	(7)
Closing Present Value of obligation	14,28	17,95	24,39	23,53	1,20	81	2,61	2,05

Expenses Recognized in Profit and Loss Account	Pension (Note @) (Rs.'000)		Medical Insurance (Note #) (Rs.'000)		Gratuity (Note @) (Rs.'000)		Leave Encashment (Note *) (Rs.'000)	
	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12
Provision Written Back	—	—	—	—	—	—	—	—
Current Service Cost	—	—	—	—	27	20	34	30
Interest Cost	1,05	96	1,88	2,17	7	5	17	14
Expected Return of Plan Asset	—	—	—	—	—	—	—	—
Actuarial loss/(gain) recognised in the year	4,93	9,34	1,40	(1,70)	5	1	5	(7)
Expense/(gain) Recognised in statement of Profit & Loss	5,98	10,30	3,28	47	39	26	56	37



NOTES TO THE FINANCIAL STATEMENTS

NOTE 28. EMPLOYEE BENEFITS (*Contd.*)

Principal Actuarial Assumptions	Pension (Rs.'000)		Medical Insurance (Rs.'000)		Gratuity (Rs.'000)		Leave Encashment (Rs.'000)	
	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12
Discount Rate	8	8.5	8	8.5	8	8.5	8	8.5
Inflation Rate	NA		NA		5	5	5	5
Return of Asset	—	—	—	—	—	—	—	—

Notes :

- @ Charge for the year included in Pension and Gratuity (Note 20)
- # Charge for the year included in Workmen and Staff Welfare (Note 20)
- * Charge for the year included in Salaries, Wages, Compensation and Bonus (Note 20)

Amount recognised in Balance Sheet	Pension (Rs.'000)					Medical Insurance (Rs.'000)					Gratuity (Rs.'000)					Leave Encashment (Rs.'000)				
	2012-13	2011-12	2010-11	2009-10	2008-09	2012-13	2011-12	2010-11	2009-10	2008-09	2012-13	2011-12	2010-11	2009-10	2008-09	2012-13	2011-12	2010-11	2009-10	2008-09
Present Value of obligation	14,28	17,95	14,77	26,81	45,65	24,39	23,53	25,54	25,20	24,54	1,20	81	55	35	—	2,61	2,05	1,68	1,43	2,88
Fair value of Plan Asset	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Net Asset / (Liability) recognised in Balance Sheet	(14,28)	(17,95)	(14,77)	(26,81)	(45,65)	(24,39)	(23,53)	(25,54)	(25,20)	(24,54)	(1,20)	(81)	(55)	(35)	—	(2,61)	(2,05)	(1,68)	(1,43)	(2,88)
Experience Adjustments	7,43	(7,68)	(7,03)	1,67	(5,68)	(1,76)	55	54	2,21	2,66	2	(2)	27	18	—	(8)	(11)	84	3,46	52

NOTE 29

Related Party Disclosures in accordance with Accounting Standard (AS)-18 :

(a) Names of Related Parties and nature of relationship :

a) Subsidiary Companies :

- 1) Woodside Parks Limited (WPL) (upto 18.3.2013)
- 2) Majerhat Estates & Developers Limited (MEDL) (upto 18.3.2013)

b) Associate Companies :

- 1) Babcock Borsig Limited (BBL)
- 2) Woodside Parks Limited (WPL) (From 19.3.2013)
- 3) Majerhat Estates & Developers Limited (MEDL) (From 19.3.2013)
- 4) Kilburn Engineering Limited (KEL)
- 5) Eveready Industries India Limited (EIIL)

c) Joint Venture Company :

- 1) D1 Williamson Magor Bio Fuel Limited (D1WM)

d) Key Management Personnel : Mr. D Pal Choudhury



NOTES TO THE FINANCIAL STATEMENT

Note 29

RELATED PARTY DISCLOSURES (*Contd.*)

(b) Transactions / balances

Particulars	Year	Subsidiaries		Associates				Key Management Personnel Rs.'000
		Rs.'000		Rs.'000		Rs.'000		
Transactions :								
Dividend	2012-13	—	—	—	—	—	—	—
	2011-12	—	—	—	—	—	1,07,98	83,78
Rental Income	2012-13	—	—	—	—	—	10,08	—
	2011-12	—	—	—	—	—	10,08	—
Maintenance Services	2012-13	—	—	—	—	—	6,72	—
	2011-12	—	—	—	—	—	6,72	—
Other Consultancy Services	2012-13	—	—	—	—	—	24,00	1,80,00
	2011-12	—	—	—	—	—	24,00	1,80,00
Provision for debts/advances written back	2012-13	—	—	—	1,12,20	30,29	—	—
	2011-12	—	—	—	—	—	—	—
Recovery of Expenses	2012-13	—	—	—	—	—	4,62	83
	2011-12	—	—	—	—	—	3,99	50
Remuneration	2012-13	—	—	—	—	—	—	—
	2011-12	—	—	—	—	—	—	7,67
								7,08
Balance as at year end :								
Investments	31st March, 2013	—	—	3,73,33	1,07,80	1,47,00	10,69,56	93,59,01
	31st March, 2012	2,20,00	3,00,00	3,73,33	—	—	10,69,56	93,59,01
Provision for Diminution in the value of Investments	31st March, 2013	—	—	—	1,07,80	47,40	—	—
	31st March, 2012	2,20,00	59,46	—	—	—	—	—
Inter Corporate Loan given	31st March, 2013	—	—	45,25,00	—	5,73,65	—	—
	31st March, 2012	—	5,73,65	—	—	—	—	—
Interest on Inter Corporate Loan given	31st March, 2013	—	—	2,26,12	74,42	3,29,27	—	—
	31st March, 2012	74,42	3,29,27	—	—	—	—	—
Trade Receivables	31st March, 2013	—	—	—	—	—	34,38	1,17,98
	31st March, 2012	—	—	—	—	—	11,66	99,27
Loans and Advances	31st March, 2013	—	—	—	—	85	2,97	1
	31st March, 2012	—	85	—	—	—	1,93	3
Provision for Doubtful Advances	31st March, 2013	—	—	—	—	5,74,50	—	—
	31st March, 2012	—	5,74,50	—	—	—	—	—
Provision for Other Current Assets	31st March, 2013	—	—	—	80,72	3,29,27	—	—
	31st March, 2012	80,72	3,29,27	—	—	—	—	—
Transactions / Outstanding with Joint Venture, D1 Williamson Magor Bio Fuel Limited:								
							(Rs.'000)	
Recovery of Expenses				31st March, 2013	—			
				31st March, 2012	2,52			
Balance Outstanding Receivable/(Payable)				31st March, 2013	(48,88)			
				31st March, 2012	3,34			
Investment outstanding				31st March, 2013	5,99,99			
				31st March, 2012	5,99,99			
Provision for Diminution in the value of Investment				31st March, 2013	4,63,89			
				31st March, 2012	3,70,88			



THE FINANCIAL STATEMENTS

NOTE 30

DISCLOSURE AS PER ACCOUNTING STANDARD (AS)-27 “FINANCIAL REPORTING OF INTERESTS IN JOINT VENTURE”

Name	-	D1 Williamson Magor Bio Fuel Limited
Proportion Ownership Interest	-	15.70% (Previous Year - 15.70%)
Country of Incorporation	-	India

Company's Financial Interest in Joint Venture:

Company's Financial Particulars	Proportionate interest in Joint Venture	
	31st March, 2013	31st March, 2012
	Amount (Rs.'000)	Amount (Rs.'000)
Assets :		
Non-Current		
Tangible Assets (Net Block)	1,43	3,86
Long-term loans and advances	1,44,04	2,30,85
Current		
Inventory	31	2,85
Cash & Bank Balances	7,63	3,46
Short-term loans and advances	<u>39</u>	<u>8,33</u>
		<u>35,85</u>
		<u>42,16</u>
Liabilities		
Current		
Short-term borrowings	—	6,28
Other Current Liabilities	17,40	41,49
Income		
Other Income	2,17	1,05
Expenditure		
Expenses	94,13	1,50,91
Depreciation	<u>74</u>	<u>94,87</u>
		<u>1,76</u>
		<u>1,52,67</u>



THE FINANCIAL STATEMENTS

NOTE 31

EARNINGS PER SHARE (EPS)

Particulars	31st March, 2013	31st March, 2012
A. BASIC		
i) Number of Equity shares at the beginning of the year	10,956,360	10,956,360
ii) Number of Equity shares at the end of the year	10,956,360	10,956,360
iii) Weighted average number of Equity Shares outstanding	10,956,360	10,956,360
iv) Face Value of each Equity Share (Rs.)	10	10
v) Profit / (Loss) after Tax for Equity Shareholders (Rs. '000)	4,41,15	5,84,90
vi) Basic Earnings / (Loss) Per share (v / iii) (Rs.)	4.03	5.34
B. DILUTED		
i) Number of Dilutive potential Equity Shares	—	—
ii) Diluted Earnings / (Loss) per Share (Rs.) [Same as A (vi) above]	4.03	5.34
NOTE 32		
DEFERRED TAXATION	(Rs. '000)	(Rs. '000)
Deferred tax Liabilities		
Depreciation	40,78	31,71
Deferred tax Assets		
Unabsorbed Business Losses	5,73,82	10,02,64
Unabsorbed Depreciation	—	10,91
Unabsorbed Capital Losses	<u>10,05</u>	<u>—</u>
	<u>5,83,87</u>	<u>10,13,55</u>
Recognised to the extent of liability	<u>40,78</u>	<u>31,71</u>
Total Deferred Tax Asset	<u>—</u>	<u>—</u>

The Company has unabsorbed depreciation and carry forward business losses available for set off under Income Tax Act, 1961. However, in view of inability to assess future taxable income, the extent of deferred tax assets which may be adjusted in subsequent years is not ascertainable with virtual certainty at this stage, and accordingly the deferred tax asset has been recognised only to the extent of deferred tax liability.

NOTE 33

There are no parties registered under the Micro, Small and Medium Enterprises Development Act, 2006, based on information available with the Company.

NOTE 34

SEGMENT REPORTING

The Company is registered as a Non-Banking Financial Company and is primarily engaged in holding shares in its group companies. The company is a single segment entity as envisaged in Accounting Standard (AS)-17 on "Segment Reporting".

**NOTE 35**

The Company has sold a portion of its immovable property comprising Land and Building during the year. Profit on sale of such property amounting to Rs.14,21,13 thousand (Previous Year : Rs.29,58,15 thousand) and compensation of Rs.1,38,60 thousand (Previous Year : Rs.Nil) for vacating premises taken on lease has been disclosed as Exceptional Item in the Statement of Profit and Loss.

NOTE 36

Based on Notification no.DNBS.223/CGM(US)-2011 dated 17th January, 2011, provision has been made for standard assets at 0.25 percent of the balance of such assets as at 31st March, 2013 which has been disclosed separately as 'Contingent Provision against Standard Assets' in Note 10.

NOTE 37

Pursuant to the requirements of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions 2007, the Company had made an application to the Reserve Bank of India (RBI) seeking extension for regularisation of the requirements relating to concentration of investments and exposure norms in a phased manner. Accordingly, the Company had sold certain shares to dilute its concentration of investments to some extent and had recovered a substantial portion of its loan exposure in the past years.

In the meantime the RBI vide its Notification No.DNBS(PD)CC. No.197/03.10.001/2010-11 dated 12th August, 2010 and No.DNBS(PD)CC. No.206/03.10.001/2010-11 dated 5th January, 2011 has come out with a new category of NBFC which is known as Systemically Important Core Investment Company. The Company had filed an application with RBI for the conversion of its status from Systemically Important Non Deposit Taking Non Banking Financial Company to Systemically Important Non Deposit Taking Core Investment Company as a result of which the Company would not be required to dilute its exposure in terms of Investments and Loans as mentioned above.

In response to the Company's aforesaid application, RBI has advised the Company in February 2013 to resubmit the application afresh just after attaining the stipulated criteria for a CIC-NDSI but not later than 31st March 2015. The Company is taking necessary steps in this direction.

NOTE 38**PREVIOUS YEAR FIGURES**

The previous year figures are reclassified and regrouped wherever necessary.

For LOVELOCK & LEWES
Firm Registration No.301056E
Chartered Accountants
(P. Law)
Partner
Membership No. 51790

Kolkata, 24th May, 2013

A. KHAITAN	- <i>Director</i>
R. S. JHAWAR	- <i>Director</i>
H. U. SANGHAVI	- <i>Secretary</i>



FINANCIAL YEAR 2012-2013

Schedule to the Balance Sheet

(As required in terms of Paragraph 13 of
Non-Banking Financial (Non-Deposit
Accepting or Holding) Companies Prudential
Norms (Reserve Bank) Directions, 2007

Particulars	(Rs. in lakh)
Liabilities side :	Amount outstanding
(1) Loans and advances availed by the Company inclusive of interest accrued thereon but not paid :	
(a) Debentures : Secured	Nil
: Unsecured	Nil
(other than failing within the meaning of public deposits)	
(b) Deferred Credits	Nil
(c) Term Loans	9416.81
(d) Inter-corporate loans and borrowings	6828.65
(e) Commercial Paper	Nil
(f) Public Deposits	Nil
(g) Other Loans Nil	
 Assets side :	
(2) Break-up of Loans and Advances including bills receivables (other than those included in (4) below) :	
(a) Secured	Nil
(b) Unsecured	9524.24
 (3) Break-up of Leased Assets and other assets counting towards AFC activities	
(i) Lease assets including lease rentals under sundry debtors :	N/A
(a) Financial lease	N/A
(b) Operating lease	N/A



	(Rs. in lakh)
	Amount outstanding
(ii) Stock on hire including hire charges under sundry debtors :	
(a) Assets on hire	N/A
(b) Repossessed Assets	N/A
(iii) Other Loans counting towards AFC activities	
(a) Loans where assets have been repossessed	N/A
(b) Loans other than (a) above	N/A
(4) Break-up of Investments :	
Current Investments :	
1. Quoted :	
(i) Shares : (a) Equity	Nil
(b) Preference	Nil
(ii) Debentures and Bonds	Nil
(iii) Units of mutual funds	Nil
(iv) Government Securities	Nil
(v) Others	Nil
2. Unquoted :	
(i) Shares : (a) Equity	Nil
(b) Preference	Nil
(ii) Debentures and Bonds	Nil
(iii) Units of mutual funds	Nil
(iv) Government Securities	Nil
(v) Others	Nil
Long Term Investments	
1. Quoted :	
(i) Shares : (a) Equity	22887.01
(b) Preference	0.66
(ii) Debentures and Bonds	Nil
(iii) Units of mutual funds	Nil
(iv) Government Securities	Nil
(v) Others	Nil
2. Unquoted :	
(i) Shares : (a) Equity	1312.98
(b) Preference	—
(ii) Debentures and Bonds	0.24
(iii) Units of mutual funds	Nil
(iv) Government Securities	Nil
(v) Others	Nil



(5)	Borrower group-wise classification of assets financed as in (2) and (3) above	(Rs. in lakh)
	Category	Amount net of provision
		Secured Unsecured Total
1.	Related Parties	
(a)	Subsidiaries	— — —
(b)	Companies in the same group	— — —
(c)	Other related parties	— 152.74 152.74
2.	Other than related parties	— 7331.33 7331.33
	Total	— 7484.07 7484.07
(6)	Investor group-wise classification of all Investments (current and long term) in shares and securities (both quoted and unquoted) :	
	Category	Market value/ Break-up or Fair value or NAV Book value (Net of Provision)
1.	Related Parties	
(a)	Subsidiaries	— —
(b)	Companies in the same group	— —
(c)	Other related parties	17,817.50 11,037.62
2.	Other than related parties	43,336.10 11,128.99
	Total	61,153.60 22,166.61
(7)	Other Information	
	Particulars	Amount
(i)	Gross Non-Performing Assets (a+b)	2,065.71
(a)	Related parties	1,013.48
(b)	Other than related parties	1,052.23
(ii)	Net Non-Performing Assets (a+b)	25.54
(a)	Related parties	23.41
(b)	Other than related parties	2.13
(iii)	Assets acquired in satisfaction of debt	—



Financial Year 2012-2013

Schedule to the Balance Sheet

[As required in terms of Paragraph 10 of
Non-Banking Financial (Non-Deposit Accepting or Holding)
Companies Prudential Norms (Reserve Bank) Directions, 2007]

(A) Capital to Risk Assets Ratio (CRAR)

Items	Current Year	Previous Year
i) CRAR (%)	45.04%	42.16%
ii) CRAR - Tier I Capital (%)	39.02%	35.70%
iii) CRAR - Tier II Capital (%)	6.02%	6.46%

(B) Exposure to Real Estate Sector

(C) Asset Liability Management

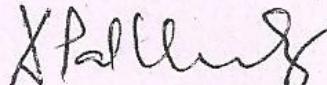
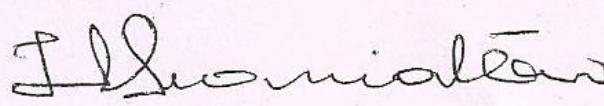
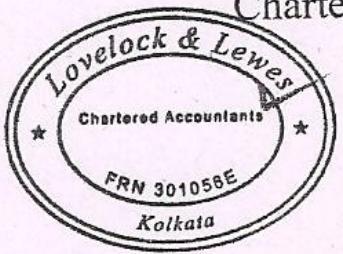
Maturity pattern of certain items of assets and liabilities

	(Rs. in crore)					
	1 day to 30/31 days (one month)	Over one month to 2 months	Over 2 months upto 3 months	Over 3 months upto 6 months	Over 6 months to 1 year	Total Over 5 years to 5 years
Liabilities						
Borrowings from Banks	—	—	—	—	—	—
Market borrowings - Institutions	0.86	0.88	4.00	58.98	12.05	17.40
Market borrowings - Others	22.00	26.90	12.00	4.00	2.00	—
Assets						
Advances	22.90	27.80	16.10	7.20	0.30	—
Investments	—	—	—	55.80	13.80	17.45
						134.62
						221.67



FORM A

Format of covering letter of the annual audit report to be filed with the stock exchanges

1.	Name of the Company	Williamson Magor & Co. Limited
2.	Annual financial statements for the year ended	31 st March, 2013
3.	Types of Audit observation	Unqualified
4.	Frequency of observation	Not Applicable
5.	To be signed by:	<p>For Williamson Magor & Co. Limited</p>  D Pal Choudhury Manager
	<ul style="list-style-type: none"> • Manager / Chief Financial Officer 	
	<ul style="list-style-type: none"> • Audit Committee Chairman 	<p>For Williamson Magor & Co. Limited</p>  T R Swaminathan Audit Committee -Chairman
	<ul style="list-style-type: none"> • Auditor of the Company 	<p>For Lovelock & Lewes Firm Registration Number: 301056E Chartered Accountants</p> 
		 P. Law Partner Membership No. 51790