



WILLIAMSON FINANCIAL SERVICES LIMITED

Corporate Identity Number (CIN) : L67120AS1971PLC001358
FOUR MANGOE LANE, SURENDRA MOHAN GHOSH SARANI, KOLKATA - 700 001
TELEPHONE : 033-2243-5391/93, 2210-1221, 2248-9434/35, FAX : 91-33-2248-3683/8114/6824
E-mail : administrator@mcleodrussel.com, Website : www.williamsonfinancial.in

6th March, 2024

To
The Secretary
BSE Limited
P.J. Towers,
25th Floor, Dalal Street,
MUMBAI-400001

Scrip Code: 519214

Dear Madam/Sir,

Sub: Postal Ballot Notice and Intimation of Dispatch of Notice

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the LODR Regulations”) we enclose herewith a copy of the Postal Ballot Notice (“Notice”) along with Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 seeking approval of the Members of the Company for transacting the following Special Business:

Re-appointment of Mr. Shyam Ratan Mundhra (PAN: AEZPM4283N), as the Manager of the Company and payment of remuneration

by way of Postal Ballot through remote e-voting. The Postal Ballot Notice is also available on the website of the Company www.williamsonfinancial.in

Further, this is to inform you that, the Company has completed dispatch of said postal ballot notice vide e-mail on 6th March, 2024.

In accordance with the provisions of Section 108 and 110 and other applicable provisions of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Management Rules**”) [including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force], Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the LODR Regulations**”), the Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (‘MCA’), Government of India for holding general meetings / conducting postal ballot process through e-voting vide General Circulars No. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020, 39/2020 dated 31 December 2020, 10/2021 dated 23 June 2021, 20/2021 dated 08 December 2021, 3/2022 dated 5 May, 2022, 11/2022 dated 28 December, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (the “**MCA Circulars**”) and Securities and Exchange Board of India (“SEBI”) Master Circular No.



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SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (the “**SEBI Circulars**”), the Notice of the Postal Ballot is being sent to those Members whose names are registered with the Depository Participants (National Securities Depository Limited/ Central Depository Services (India) Limited), Maheshwari Datamatics Pvt. Ltd. - the Registrar and Share Transfer Agent of the Company as on **Friday, 1st March, 2024** (‘Cut-Off Date’).

The hard copy of Notice of Postal Ballot along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through remote e-voting system only.

The Company has engaged the services of National Securities Depository Limited (‘NSDL’) for the purpose of providing remote e-voting facility to its Members. The E-voting period commences at **9:00 A.M. (IST) on Friday, 8th March, 2024 and ends at 5:00 P.M. (IST) on Saturday, 6th April, 2024**. The remote e-voting facility will be disabled by NSDL immediately thereafter. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the **Cut-Off Date i.e. Friday, 1st March, 2024**. The instructions for e-voting are provided in the Postal Ballot Notice (“Notice”).

The results of the voting conducted through Postal Ballot (through the remote e-Voting process) along with the Scrutinizer’s Report will be announced on or before **Monday, 8th April, 2024**. The results along with the scrutinizers report will be available on the website of the Company at www.williamsonfinancial.in, the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com and also shall be communicated to the stock exchange where the Equity Shares of the company is listed i.e. BSE Limited at www.bseindia.com.

This is for your information as well as for the information of the Members of the Company.

Thanking You,

Yours faithfully,

For WILLIAMSON FINANCIAL SERVICES LIMITED

EKTA BENIA
COMPANY SECRETARY

Encl: As above

WILLIAMSON FINANCIAL SERVICES LIMITED

CIN: L67120AS1971PLC001358

Registered Office: Export Promotion Industrial Park,
Plot No. 1, Amingaon, North Guwahati – 781031, Assam
Phone: 033-2243-5391/5393, 2210-1221, 2248-9434/9435,
Fax: 91-33-2248-3683, 2248-8114, 2248-6824

E-mail: administrator@mcleodrussel.com, Website: www.williamsonfinancial.in

NOTICE OF POSTAL BALLOT

(ONLY THROUGH E-VOTING)

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 108 and 110 and other applicable provisions of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Management Rules**”) [including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force], Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the LODR Regulations**”), the Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (‘MCA’), Government of India for holding general meetings / conducting postal ballot process through e-voting vide General Circulars No. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020, 39/2020 dated 31 December 2020, 10/2021 dated 23 June 2021, 20/2021 dated 08 December 2021, 3/2022 dated 5 May, 2022, 11/2022 dated 28 December, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (the “**MCA Circulars**”) and Securities and Exchange Board of India (“SEBI”) Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (the “**SEBI Circulars**”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution as set out hereunder is proposed for approval by the Members of the Company by means of Postal Ballot by voting through electronic means only (‘**remote e-voting**’).

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the said Resolution setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice (“**Notice**”) for your consideration and forms part of this Notice.

In compliance with Regulation 44 of the LODR Regulations, as amended and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA and SEBI Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form.

Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant ("DP").

The Board has appointed Mr. Atul Kr. Labh, proprietor of M/s. A. K. Labh & Co. (Membership No.: FCS 4848) (CP No.: 3238) Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot / remote e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the LODR Regulations and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the National Securities Depository Limited ("NSDL") for facilitating e-voting. The remote e-voting period commences from 09:00 a.m. (IST) on Friday, 8th March, 2024 and ends at 05:00 p.m. (IST) on Saturday, 6th April, 2024. The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. (IST) on Saturday, 6th April, 2024 and will be disallowed thereafter.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice. The Notice is also available on the website of the Company at www.williamsonfinancial.in.

The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced not later than 2 working days of the conclusion of the e-voting. The said results along with the Scrutinizer's Report will be uploaded on the Company's website at www.williamsonfinancial.in and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com. The results shall also be immediately forwarded to the stock exchanges where the shares of the Company are listed.

SPECIAL BUSINESS:

Item No. 1: Re-appointment of Mr. Shyam Ratan Mundhra (PAN: ***4283N), as Manager of the Company and payment of remuneration**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and all guidelines and clarifications for managerial remuneration issued by the Ministry of Corporate Affairs from time to time and as per the Articles of Association of the Company and subject to such consents, approvals or permissions as may be necessary, approval of the Members be and is hereby accorded for the re-appointment of Mr. Shyam Ratan Mundhra (PAN: *****4283N) as Manager of the Company for a further period of two years with effect from 1st April, 2024 till 31st March, 2026 on such terms and conditions, including remuneration as set out in the explanatory statement.

RESOLVED FURTHER THAT pursuant to the provisions of Schedule V of the Companies Act, 2013 the remuneration payable to Mr. Shyam Ratan Mundhra shall be paid as minimum remuneration in the event of no profit or inadequacy of profits.

RESOLVED FURTHER THAT the Board of Directors or any Committee of the Board so authorised by it, be and is hereby authorised to alter and vary the terms and conditions of the Agreement in such manner as may be agreed to between the Board of Directors and Mr. Shyam Ratan Mundhra and to such extent as may be permitted or authorised in accordance with the provisions under the Act and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all steps and do all acts, deeds and things as may be necessary, proper and expedient to give effect to this resolution.”

**By order of the Board of Directors
For Williamson Financial Services Limited**

**Place: Kolkata
Dated: 06.02.2024**

**Sd/-
Ekta Benia
Company Secretary
M. No. : A43551**

Registered Office:
Export Promotion Industrial Park,
Plot No. 1, Amingaon, North Guwahati – 781031, Assam

Corporate Office:
Four Mangoe Lane, Surendra Mohan Ghosh Sarani,
Kolkata: 700001, WB

Notes:

- (1) The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolution proposed to be passed is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
- (2) In compliance with the MCA Circulars and the SEBI Circulars, the Company is sending this Notice only in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/Maheshwari Datamatics Private Limited, the Company's Registrar and Transfer Agent ('RTA') as on **Friday, 1st March, 2024 ('Cut-Off Date')** and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants (in case of electronic shareholding) or who will register their e-mail address in accordance with the process outlined in this Notice. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.
- (3) Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, 1st March, 2024.

Further it is clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

- (4) The Company is providing the facility of remote e-voting to its members and has engaged the services of National Securities Depository Limited (the 'NSDL') for this purpose. The members are requested to go through the detailed "INSTRUCTIONS FOR E-VOTING" and Notes appended to the Postal Ballot Notice.
- (5) Members may please note that the Postal Ballot Notice has been uploaded on the Company's website at: www.williamsonfinancial.in. Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at: www.bseindia.com and also disseminated on the website of the NSDL at: www.evoting.nsdl.com.

- (6) Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agents, Maheshwari Datamatics Private Ltd., 23, R N Mukherjee Road, 5th Floor, Kolkata - 700 001; Tel. No.: 033 22435029 / 22482248; Fax No.: 033 22484787; e-mail: mdpldc@yahoo.com.
- (7) The E-voting period shall commence **on Friday, 8th March, 2024 at 9:00 A.M. (IST) and shall end on Saturday, 6th April, 2024 at 5:00 P.M. (IST)**. Shareholders are requested to cast their vote through the e-voting process during the e-voting period but not later than 5:00 P.M. (IST) on **Saturday, 6th April, 2024** to be eligible for being considered, failing which it will be strictly considered that no vote has been cast by the shareholder.
- (8) Members desirous of inspecting the relevant documents referred to in the Notice and the Explanatory Statement may send their requests to ekta.benia@mcleodrussel.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, between the periods commencing from Friday, 8th March, 2024 to Saturday, 6th April, 2024.
- (9) The Scrutinizer will submit his report to the Chairman or any other person authorised by him after the completion of scrutiny of the e-voting, and the result of e-voting by postal ballot will be announced not later than 2 working days from the conclusion of e-voting i.e. on or before 5:00 P.M. (IST) on Monday, 8th April, 2024 and will be displayed on the Company website at www.williamsonfinancial.in, on the website of NSDL www.evoting.nsdl.com and communicated to the stock exchange i.e. BSE Limited at: www.bseindia.com where the equity shares of the Company are listed.
- (10) The Resolution if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. Saturday, 6th April, 2024. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.

Procedure for remote e-voting:

The Instructions for members for remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of

	<p>NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to aklabhcs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event,

you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to administrator@mcleodrussel.com or mdpldc@yahoo.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to administrator@mcleodrussel.com or mdpldc@yahoo.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1:

Mr. Shyam Ratan Mundhra was appointed as the Manager at the meeting of the Board of Directors held on 9th February, 2022 for a period of two years commencing from 1st April 2022 to 31st March, 2024. Since, the tenure of Mr. Shyam Ratan Mundhra would expire on 31st March, 2024, and having regard to the record of his performance and considering the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 6th February, 2024 have approved the re-appointment of Mr. Shyam Ratan Mundhra, as Manager (defined in Section 2(53) of the Companies Act, 2013) of the Company for a further period of two years with effect from 1st April, 2024 till 31st March, 2026 subject to approval of the members of the Company at the General Meeting.

The Nomination & Remuneration Committee has approved the terms of re-appointment and remuneration vide resolution dated 27th January, 2024. For the said purpose, an agreement has been entered into between the Company and the Manager on 6th February, 2024. The terms and conditions of re-appointment of Manager as approved by the Board as well as the Nomination and Remuneration Committee, as contained in the said agreement dated 6th February, 2024 are furnished below:

The said agreement, inter alia, contains the following terms and conditions:

- (i) Consolidated Salary of Rs. 60,000/- (Rupees Sixty Thousand only) per month as emoluments or benefits, subject to the ceiling limits laid down in Section 197 and Schedule V to the Companies Act, 2013.
- (ii) Minimum Remuneration:

In the event that the Company in any financial year during the tenure of Mr. Shyam Ratan Mundhra's employment as the Manager of the Company, has no profits or its profits are inadequate, the minimum remuneration payable to Mr. Mundhra, by way of salary and perquisites shall be the remuneration drawn by him, the same shall be subject to the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 as minimum remuneration.

- (iii) Other terms and conditions:

The terms and conditions of the appointment and/or agreement are subject to the provisions of Sections 196, 197, 198 Schedule V of the Companies Act 2013.

The Manager shall be entitled to leave according to the Rules of the Company.

The aforementioned remuneration shall be continued to be paid to him in the event of loss or inadequacy of profit of the Company in any of the Financial Years during his tenure as the Manager.

Mr. Mundhra also holds the position of Chief Financial Officer in the company (KMP) w.e.f 02/04/2015.

The Board recommends the resolution at Item No. 1 for your approval.

None of the Directors or Key Managerial Personnel of the company and/or their relatives, except Mr. Mundhra and his relatives, are concerned or interested, financial or otherwise in the resolution set out at item no. 1.

ADDITIONAL DISCLOSURE PURSUANT TO SCHEDULE V TO THE COMPANIES ACT, 2013

I. General Information:

- (1) Nature of Industry: Investments (NBFC)
- (2) Date of commencement of Commercial Production: 18th August, 1972
- (3) Financial Performance of the Company based on given indicators:

Financial Year: 2022-23:-
 Total Revenue : Rs 1249.10 Lacs
 Total Expenses : Rs. 3099.92 Lacs
 Profit/(Loss) before Tax : Rs. (1850.82) Lacs
 Profit/(Loss) after Tax : Rs. (1850.82) Lacs
 Earning per Share : Rs. (22.14)

- (4) Foreign Investments or Collaborators, if any: N.A.

II. Information about the Appointee:

- (1) Background Details: Mr. Mundhra is a B.Com (Hons.) and having substantial experience in Accounting & Audit Function.

- (2) Past Remuneration:

Particulars	Rs. in Lacs		
	2020-21	2021-22	2022-23
Salary	-	-	-
Contribution to PF	-	-	-
Other Benefits and Allowance	0.64	-	-
Remuneration	10.56	7.20	7.20
TOTAL	11.20	7.20	7.20

- (3) Recognition or awards: NIL

- (4) Job Profile and his suitability:

As the Manager of the Company Mr. Mundhra shall be responsible for the management of the whole or substantially the whole, of the affairs of the Company subject to the superintendence, control and direction of the Board of Directors of the Company. He has been with the Company since April, 2009 and proved his suitability with satisfactory performance all through.

- (5) Remuneration Proposed: As specified above.

- (6) Comparative Remuneration:

Taking into consideration the size of the Company and the responsibilities shouldered by Mr. Mundhra, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial persons in other companies.

(7) Pecuniary and other Relationship:

Apart from receiving remuneration from the Company as Manager & CFO. Having no other pecuniary relationship directly or indirectly with the Company or with any other Managerial Personnel.

III. Other Information:

(1) Reason of Loss or Inadequate Profit:

The performances of the investee companies have bearing upon the income and financial health of the Company. Also, the Company's profit margin largely depends upon the market values of its investments, interest rates etc. which are not always well predictable.

(2) Steps Taken For Improvement:

Future investment and borrowing decisions will be taken with a more conservative approach having regard to the financial market situations and the business necessities of the Company.

(3) Expected Increase in Productivity and Profits:

Profits of the Company depend upon the extraneous factors like financial market conditions and the performances of the investee companies. Improvements in the said two segments cause favourable progress in the Company's performance.

**By order of the Board of Directors
For Williamson Financial Services Limited**

**Place: Kolkata
Dated: 06.02.2024**

**Sd/-
Ekta Benia
Company Secretary
M. No. : A43551**

Registered Office:
Export Promotion Industrial Park,
Plot No. 1, Amingaon, North Guwahati – 781031, Assam

Corporate Office:
Four Mangoe Lane, Surendra Mohan Ghosh Sarani,
Kolkata: 700001, WB

Annexure-A

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard - 2, details of Manager proposed to be re-appointed through Postal Ballot process are given below:

Name of Manager	Shyam Ratan Mundhra
Date of Birth	15 th October, 1955
Date of First Appointment on Board	N.A.
Qualifications	B.Com (Hons)
Expertise	Mr. Mundhra is having more than 39 years of rich experience in Accounting & Audit Function.
Names of Listed Companies in which Directorship held	Nil
Chairman/Member of the committees of the Board of other Companies in which he is a Director	Nil
Details of shareholding (Both own or held by/ for other persons on a beneficial basis), if any, in the Company	Nil
Number of Board Meeting attended during the year (FY 22-23)	Four
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None