



# WILLIAMSON FINANCIAL SERVICES LIMITED

Corporate Identity Number (CIN) : L67120AS1971PLC001358  
FOUR MANGO 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

September 03, 2024

The Secretary  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai - 400 001  
Scrip Code: 519214

## **Sub: Annual General Meeting for the Financial Year ended 31st March, 2024**

Dear Sir,

Please be informed that 51<sup>st</sup> Annual General Meeting of the Members of the Company will be held on Thursday, 26<sup>th</sup> September, 2024 at 1:00 P.M. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India ("SEBI").

Further, pursuant to applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the 51<sup>st</sup> Annual General Meeting Notice of the Company.

The schedule of events is set out below:

<b>Event</b>	<b>Date</b>	<b>Time</b>
Cut-off date for e-voting	19 <sup>th</sup> September, 2024	N.A.
Commencement of e-voting	21 <sup>st</sup> September, 2024	9:00 A.M. (IST)
End of e-voting	25 <sup>th</sup> September, 2024	5:00 P.M. (IST)
AGM	26 <sup>th</sup> September, 2024	1:00 P.M. (IST)

This is for your information and records.

Thanking you,

Yours faithfully,  
**For Williamson Financial Services Ltd.**

**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 THE 51st ANNUAL GENERAL MEETING

Notice is hereby given that the Fifty-First (51st) Annual General Meeting of the Members of Williamson Financial Services Limited ("Company") will be held on **Thursday, 26th September, 2024 at 1:00 P.M. (IST)** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the items of the following businesses:

#### ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon; and in this regard, pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2024, and the reports of the Board of Directors and Auditors thereon laid before this Meeting be and are hereby received, considered and adopted."

- To re-appoint Mr. Aditya Khaitan (DIN: 00023788) who retires by rotation and being eligible, offers himself for re-appointment, as a Director and in this regard, pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Aditya Khaitan (DIN: 00023788), who retires by rotation at this Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

#### SPECIAL BUSINESS:

- Re-appointment of Mr. Gaurang Shashikant Ajmera (DIN: 00798218) as an Independent Director of the Company for a second term of five consecutive years w.e.f. 13 December 2024:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the "Act"), including the rules made thereunder, read with Schedule IV to the Act and pursuant to Regulations 17(1C) and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and other applicable provisions of the Listing Regulations and relevant circulars issued by the Reserve Bank of India ("RBI") from time to time (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors of the Company, approval of the Members be and is hereby accorded for re-appointment of Mr. Gaurang Shashikant Ajmera (DIN: 00798218), as a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and being eligible for re-appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, as a Non- Executive Independent Director, not liable to retire by rotation, to hold office for a second term of five consecutive years i.e., from 13 December 2024 up to 12 December 2029.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors or Company Secretary be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

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

Place : Kolkata

Date : 13th August, 2024

Registered Office:

Export Promotion Industrial Park, Plot No. I, Amingaon, North Guwahati - 781 031, Assam

Sd/-

Ekta Benia

Company Secretary

ACS 43551

## NOTES

1. Pursuant to the General Circular No. 09/2023 dated 25 September 2023 issued by Ministry of Corporate Affairs ("MCA") read together with previous circulars issued by the MCA in this regard (collectively to be referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India ("SEBI") read together with other circulars issued by SEBI in this regard (collectively to be referred to as "SEBI Circulars"), Companies are allowed to hold Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without the physical presence of Members at a common venue till 30 September 2024. Hence, in compliance with the said circulars and provisions of the Companies Act, 2013 (the "Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC/OAVM.  
  
The deemed venue for the AGM shall be the registered office of the Company situated at Export Promotion Industrial Park, Plot No. 1, Amingaon, North Guwahati - 781031, Assam.
2. 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 and the reasons thereof is annexed hereto and forms part of this Notice.
3. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the Agency for providing e-Voting facility (Remote e-Voting and voting during AGM) to the shareholders of the Company in order to cast their votes electronically in terms of the aforesaid MCA Circulars.
4. The Company has enabled the Members to participate at the 51st AGM through VC/OAVM facility. The instructions for participation by members are given in the subsequent pages.
5. Generally, a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
6. As the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
7. Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In pursuance of Section 113 of the Act and Rules framed thereunder, the corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM, through VC or OAVM. Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
9. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
10. Information required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM is annexed hereto as **Annexure A**.
11. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, Scrutinizer and others who are allowed to attend the AGM without restriction on account of first come first serve basis.

**DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE AND REGISTRATION OF E-MAIL ID**

12. In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2023-24 of the Company is being sent only through electronic mode to those Members whose E-Mail ID is registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e., Maheshwari Datamatics Private Limited or the Depository Participant(s). The Notice and the Annual Report for the financial year ended March 31, 2024 shall be available on the website of the Company at [www.williamsonfinancial.in](http://www.williamsonfinancial.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) viz., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically with the Depository through Depository Participant(s).
14. In respect of the shares held in physical form, members may register their Email ID by writing to the Company's RTA, Maheshwari Datamatics Private Limited having office at 23 R. N. Mukherjee Road, 5th Floor, Kolkata 700001, WB; Email ID: [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com).
15. Individual letters have been sent to all the Members holding shares of the Company in physical mode to enable them to furnish/update their E-mail ID, mobile number, PAN and other KYC details through Form ISR- 1, to furnish the Nomination as provided in Rule 1 of the Companies (Share Capital and Debentures) Rule, 2014 through Form SH-13 or to opt out from giving the Nomination through Form ISR-3 and to change the Nomination through Form SH-14 pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 and Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023. The forms are also available on the website of the Company at [www.williamsonfinancial.in](http://www.williamsonfinancial.in) & RTA at [www.mdpl.in/downloads.php](http://www.mdpl.in/downloads.php).
16. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTABM/P/CIR/2022/8 dated 25 January 2022 has mandated the listed companies to issue securities in Demat only while processing service request i.e. issue of duplicate certificates, claim from unclaimed suspense account, renewal/exchange of securities certificates, sub-division/split and consolidation of securities certificate/folio, transmission, and transposition. Accordingly, Members are requested to make the mentioned service requests by submitting duly filled Form ISR-4 which is also available on the website of the Company and RTA. The said form can be downloaded from the website of the Company at [www.williamsonfinancial.in](http://www.williamsonfinancial.in) & RTA at [www.mdpl.in/downloads.php](http://www.mdpl.in/downloads.php).
17. Members who are holding shares in physical form are requested to address all correspondence concerning transmissions, sub-division, consolidation of shares or any other share related matters and/or change in address or updation thereof with Company's RTA, Maheshwari Datamatics Private Limited having office at 23 R. N. Mukherjee Road, 5th Floor, Kolkata 700001, WB; Email ID: [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com). Members whose shareholding is in electronic mode are requested to intimate the change of address, registration of E-mail address and updation of bank account details to their respective DPs.

**PROCEDURE FOR SPEAKER REGISTRATION OR TO RAISE QUESTIONS / SEEK CLARIFICATIONS AND INSPECTION OF DOCUMENTS**

18. As the AGM is being conducted through VC or OAVM, the Members are encouraged to express their views/send their queries well in advance for smooth conduct of the AGM but not later than 5:00 P.M. (IST) on Friday, September 20, 2024, mentioning their name, DP ID and Client ID/Folio No., E-mail ID, mobile number at [ekta.benia@mcleodrussel.com](mailto:ekta.benia@mcleodrussel.com) or to the RTA at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) and only such questions/queries received by the Company or RTA till the said date and time shall be considered and responded during the AGM.
19. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered E-mail ID mentioning their name, DP ID and Client ID/Folio No., No. of shares, PAN, mobile number on or before Friday, September 20, 2024 (5:00 P.M. IST) at [ekta.benia@mcleodrussel.com](mailto:ekta.benia@mcleodrussel.com) or to the RTA at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com). Only those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Chairman of the Meeting / the Company reserves the right to restrict the number of questions, time allotted and number of speakers to ensure smooth conduct of the AGM.
20. Members seeking any information on the financial accounts or operations of the company, are requested to write to the Company till 5.00 P.M. (IST) on Friday, September 20, 2024 through e-mail at [ekta.benia@mcleodrussel.com](mailto:ekta.benia@mcleodrussel.com) and the same will be suitably replied to by the Company.
21. All relevant documents referred to in the Notice shall be made available electronically for inspection by the Members of the Company, without payment of fees from the date of circulation of this Notice up to the date of AGM. Members desirous of inspecting the same may send their requests at [ekta.benia@mcleodrussel.com](mailto:ekta.benia@mcleodrussel.com) from their registered E-mail ID mentioning their name, DP ID and Client ID/Folio No., No. of shares, PAN, mobile number.
22. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available electronically for inspection by the members during the AGM.

**PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM**

23. In accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company has engaged the services of NSDL to provide remote e-Voting facility and e-Voting facility during the AGM to all the eligible Members to enable them to cast their votes electronically in respect of the businesses to be transacted at the Meeting. The instructions to cast votes through remote e-Voting and through e-Voting system during the AGM are mentioned below and forms part of this Notice.
24. The remote e-Voting period will commence on Saturday, September 21, 2024 at 9:00 A.M. (IST) and will end on Wednesday, September 25, 2024 at 5:00 P.M. (IST). During this period, the Members of the Company, holding shares either in physical or dematerialized mode, as on the cut-off date, i.e., Thursday, September 19, 2024 may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter.
25. Only those Members who are present in the Meeting through VC or OAVM facility and have not cast their votes on resolutions through remote e-Voting and are otherwise not barred from doing so, shall be allowed to vote through e-Voting system during the AGM. However, Members who would have cast their votes by remote e-Voting may attend the Meeting, but shall neither be allowed to change it subsequently nor cast votes again during the Meeting and accordingly, their presence shall also be counted for the purpose of quorum under Section 103 of the Act.
26. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, September 19, 2024 being the cut-off date, are entitled to vote on the Resolutions set forth in the Notice. The voting rights of the Members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
27. The Board of Directors has appointed Mr. Atul Kumar Labh, Proprietor of M/s. A. K. Labh & Co. (FCS: 4848/C.P. No.: 3238), as the Scrutinizer for scrutinizing the process of remote e-Voting and also e-Voting during the Meeting in a fair and transparent manner. The Scrutinizer shall after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting through e-Voting and Remote e-Voting and thereafter, unblock the votes cast in presence of atleast two witnesses not in employment of the Company and submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman of the Meeting or a person authorised by him in writing who shall countersign the same. The Chairman or any other person authorised by the Chairman, shall declare the results within the prescribed timelines under applicable laws. The said Results along with the Report of the Scrutinizer shall be placed on the Company's website ([www.williamsonfinancial.in](http://www.williamsonfinancial.in)) and on the e-Voting website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) immediately after the results are declared and shall simultaneously be communicated to the Stock Exchanges where the equity shares of the Company are listed.
28. Subject to the receipt of requisite number of votes, the businesses mentioned in the Notice/the resolution(s) forming part of the Notice shall be deemed to be passed on the date of the AGM, i.e., Thursday, September 26, 2024.
29. Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and become a Member of the Company after the Notice is sent through E-mail and holding shares as of the cut-off date i.e. Thursday, September 19, 2024 may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com). However, if you are already registered with NSDL for Remote e-Voting, then you can use your existing User ID and password for casting your vote. If you have forgotten your password, you could reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com). In case of Individual Shareholders holding securities in demat mode, who acquire shares of the Company and become a Member of the Company after the Notice is sent through E-mail and holding shares as of the cut-off date i.e. Thursday, September 19, 2024 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

**THE DETAILS OF THE PROCESS AND MANNER FOR REMOTE E-VOTING ARE EXPLAINED BELOW:**

Instructions for Shareholders for Remote E-Voting and Joining Virtual Meeting are as under:-

The remote e-voting period begins on Saturday, September 21, 2024 at 9:00 A.M. and ends on Wednesday, September 25, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, September 19, 2024 may cast their vote electronically. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, September 19, 2024.





**To 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 and joining virtual meeting 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.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' 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 " <b>Access to e-Voting</b> " under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> Select " <b>Register Online for IDeAS Portal</b> " or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	4. Shareholders/Members can also download NSDL Mobile App " <b>NSDL Speede</b> " facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="820 1644 1345 1966" style="border: 1px solid black; padding: 10px; text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p>  <b>App Store</b>  <b>Google Play</b> </p> <div style="display: flex; justify-content: space-around;">   </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	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 <b>www.cdslindia.com</b> and click on login icon & New System Myeasi Tab and then use 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 or joining virtual meeting & voting during the meeting. 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 <b>www.cdslindia.com</b> 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 <b>www.cdslindia.com</b> 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 or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 <b>evoting@nsdl.com</b> or call at 022 - 4886 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 <b>helpdesk.evoting@cdslindia.com</b> or contact at toll free no. 1800-21-09911.

**B) Login Method for e-Voting and joining virtual meeting 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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 and join General Meeting on NSDL e-Voting system.****How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "**EVEN**" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "**VC/OAVM**" link placed under "**Join Meeting**".
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.com**. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Senior Manager and /or Ms. Pallavi Mhatre, Senior Manager at **evoting@nsdl.com**

**PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL ID/MOBILE NO. IS NOT REGISTERED WITH THE COMPANY/DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL ID 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 Company at **ekta.benia@mcleodrussel.com** or RTA at **mdpldc@yahoo.com**.
2. In case shares are held in demat mode, please update 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) along with update your email id & mobile no. with your respective Depository Participant (DP). 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 and joining virtual meeting 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 09, 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.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.  
  
Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "**Join Meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.  
  
Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Shareholders are encouraged to join the Meeting through Laptops/lpads for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
6. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
7. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

**Place : Kolkata**

**Date : 13th August, 2024**

**Registered Office:**

Export Promotion Industrial Park, Plot No. I, Amingaon, North Guwahati - 781 031, Assam

**Sd/-**

**Ekta Benia**

**Company Secretary**

**ACS 43551**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 3 : Re-appointment of Mr. Gaurang Shashikant Ajmera (DIN: 00798218) as an Independent Director of the Company for a second term of five consecutive years w.e.f. 13 December 2024**

Mr. Gaurang Shashikant Ajmera (DIN: 00798218) was appointed as an Independent Director of the Company for a term of five consecutive year from 13 December, 2019 up to 12 December, 2024 (both days inclusive) pursuant to provisions of the Act and the Listing Regulations. The said appointment was approved by the shareholders at the 47th Annual General Meeting of the Company held on 18th December, 2020.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of up to five consecutive years.

Mr. Ajmera has given the requisite declarations and confirmations that he meets the criteria of independence as prescribed under the Act and the Listing Regulations and being eligible he is not debarred from holding the office of director by virtue of any order from SEBI or any such authority. He is not disqualified from being appointed as a director in terms of Section 164 of the Act and given his consent for re-appointment as an Independent Director of the Company. In terms of Regulation 25(8) of the Listing Regulations, Mr. Ajmera has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. After assessing the same, the Board is of the opinion that Mr. Ajmera fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the Management.

During his tenure as an Independent Director, the Board has assessed the performance inter alia, on the basis of attendance, participation, openness to ideas, perspectives and opinions, independent views and judgement. Basis the same, Mr. Ajmera has received favourable recommendation to continue as an Independent Director on the Board of the Company, in terms of provisions of the Act and Listing Regulations.

While considering the re-appointment, the Board took into account his background, expertise and experience, exceptional attendance record displaying his consistent time commitment towards Board and Committee meetings, significant contribution to the discussions of Board and Committee meetings of which he is a member/chairperson. In the opinion of the Board, Mr. Ajmera is a person of integrity, possesses relevant expertise and experience and fulfils the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and will be able to provide the commitment of time and efforts required.

Mr. Ajmera holds Bachelor's degree in commerce. He has more than three decades of experience in the financial sector. Considering his long, rich experience in financial sector and considering knowledge, acumen and substantial contribution made by him as a Director of the Company, his continued association as a Member of the Board would be of immense benefit and value to the Company. Mr. Ajmera also holds directorship in other listed entity such as The Standard Batteries Limited.

Based on the recommendation of Nomination and Remuneration Committee ('NRC'), the Board of Directors at its meeting held on 13th August 2024 proposed the re-appointment of Mr. Ajmera as a Non-Executive Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 13 December, 2024 to 12 December, 2029 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of Special Resolution.

In accordance with the provisions of Section 150 of the Act read with the applicable rules made thereunder, Mr. Ajmera confirmed that he has registered himself with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs ("IICA") and also qualified in the online proficiency self-assessment test conducted by IICA.

In connection with the aforesaid re-appointment, a notice in writing in the prescribed manner as required under Section 160 of the Act and Rules made thereunder, has been received by the Company, proposing candidature of Mr. Ajmera for the office of the director.

Draft of the letter of appointment to be issued to Mr. Ajmera setting out the terms and conditions of appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send an email to administrator@mcleodrussel.com along with their Name, Folio No., DP ID & Client ID.

Apart from receiving sitting fees, no other pecuniary relationships (including stock options) or transactions vis-à-vis the Company exist with any Director.

The Special Resolution as set out Item No. 3 of this Notice is accordingly recommended by the Board for your approval.

Other than Mr. Ajmera and his family members, no other Director or Key Managerial Personnel of the Company or their relatives have any concern or interest, financial or otherwise, in the Resolution set out at Item No. 3 of the Notice. As per Section 102(2) of the Act, it is clarified that the proposed Resolution does not relate to or affect any other Company.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

## ANNEXURE - A

The details required to be disclosed pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings are as under:

## Brief Profile :

<b>Name of Director</b>	<b>Mr. Aditya Khaitan</b>
<b>DIN</b>	00023788
<b>Date of Birth &amp; Age</b>	30-01-1968 (Aged about 56 years)
<b>Date of First Appointment on Board of the Company</b>	11-03-1994
<b>Qualification</b>	B. Com (Hons.)
<b>Expertise</b>	Mr. Khaitan has had indepth exposure to and involvement in steering diverse businesses and has gained considerable experience and expertise in management, production, marketing, corporate finance and other related areas of Tea Industry and also in the matter of restructuring, mergers, demergers and acquisitions of corporate entities. Mr. Khaitan was the Chairman of the Indian Tea Association for three consecutive years upto 2009-2010. He was a Committee Member of Indian Chamber of Commerce and was a Member of Tea Board.
<b>Terms and conditions of appointment/ re-appointment</b>	Non-Executive Director, liable to retire by rotation
<b>Relationship with other Directors /KMP of the Company</b>	Mr. Aditya Khaitan is not related to any Director or KMP in terms of the definition of 'relative' as stipulated vide 2(1)(zd) of SEBI (LODR) Regulations, 2015
<b>Number of Board Meeting attended during the Financial Year 2023-24</b>	4 out of 5 board meetings
<b>No. of shares held in the Company or for other person on a beneficial basis, if any, in the company</b>	Nil
<b>Directorships held in other Companies (excluding Foreign Companies)</b>	McLeod Russel India Ltd. Kilburn Engineering Limited McNally Bharat Engineering Company Limited (currently under CIRP)
<b>Chairman/Member of the committees of the Board of other Companies in which he/she is a Director</b>	McLeod Russel India Limited - Member of Audit Committee & Chairperson of Corporate Social Responsibility Committee. McNally Bharat Engineering Company Limited - Member of Nomination and Remuneration Committee (Suspended Member of Committee)
<b>Remuneration</b>	Entitled for only sitting fee

## Brief Profile :

<b>Name of Director</b>	<b>Mr. Gaurang Shashikant Ajmera</b>
<b>DIN</b>	00798218
<b>Date of Birth &amp; Age</b>	17-03-1969 (Aged about 55 years )
<b>Date of First Appointment on Board of the Company</b>	13-12-2019
<b>Qualification</b>	B. Com (Hons.)
<b>Expertise</b>	Mr. Ajmera is having in depth exposure to and involvement in steering diverse business. Mr. Ajmera is having more than 30 years of rich experience in Accounting, Audit and Finance Function.
<b>Skills and capabilities required for the role and the manner in which the Independent Director meets the requirements</b>	Nomination and Remuneration Committee (NRC), inter alia, have identified expertise in Governance, Leadership capabilities, expertise in strategic management, deep understanding of Financial management, operation and business processes as the skills and capabilities required for the role.  Considering the profile and experience of Mr. Ajmera, the NRC and the Board is of the view that he possesses the above skills and capabilities.
<b>Experience</b>	Refer Item No. 3 of the Notice and Explanatory Statement
<b>Terms and conditions of re-appointment</b>	Re-appointment as an Independent Director for a period of 5 years commencing from 13 December, 2024 to 12 December, 2029 (both days inclusive)
<b>Relationship with other Directors /KMP of the Company</b>	Mr. Ajmera is not related to any Director or KMP in terms of the definition of 'relative' as stipulated vide 2(1)(zd) of SEBI (LODR) Regulations, 2015
<b>Number of Board Meeting attended</b>	5 out of 5 board meetings attended during the FY 2023-24 and during FY2024-25 he attended all the Board meetings held till the date of this Notice
<b>No. of shares held in the Company or for other person on a beneficial basis, if any, in the company</b>	Nil
<b>Directorships held in other Companies (excluding Foreign Companies)</b>	1. The Standard Batteries Limited 2. Amritlaxmi Housing Private Limited 3. New Cardboard Private Limited 4. Panchmurti Builders Private Limited
<b>Chairman/Member of the committees of the Board of other Companies in which he/she is a Director</b>	The Standard Batteries Limited: Chairperson\Member of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee
<b>Remuneration</b>	Entitled for only sitting fee
<b>Resignation from the directorship of the listed companies in the past three years</b>	Resigned from Williamson Magor & Co. Ltd. w.e.f 31.12.2021.
<b>Details of remuneration sought to be paid</b>	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board within the limits stipulated under Section 197 of the Act.