



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

REF: WFSL/SEC/BM1/2021-22

18th June, 2021

The Secretary
BSE Limited
P.J. Towers, 25th Floor
Dalal Street,
MUMBAI -400 001

Scrip Code: 519214

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

Dear Sir,

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 enclosing herewith Annual Secretarial Compliance Report dated 17th June, 2021 for the financial year ended 31st March, 2021 issued by M/s Vidhya Baid & Co, Practising Company Secretaries.

This is for your information and records.

Thanking you,

Yours faithfully,

For Williamson Financial Services Ltd.

Sk Javed Akhtar

**Sk Javed Akhtar
Company Secretary**



**Secretarial compliance report of
WILLIAMSON FINANCIAL SERVICES LIMITED
for the year ended 31st March, 2021**

We, Vidhya Baid & Co., Company Secretaries, Kolkata have examined:

- (a) all the documents and records made available to us and explanation provided by **Williamson Financial Services Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification for the year ended 31st March, 2021("Review Period") in respect of compliance with the provisions of :
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under ; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations,2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations,2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008;
- (g) Securities and Exchange Board of India(Issue and Listing of Non- Convertible and Redeemable Preference Shares)Regulations,2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,2015;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

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Tel : 033-4066 0171 (M) +91 9007450898, +91 9830705261
E-mail : vidhyabaid@gmail.com, finsearchprofessionals@yahoo.com



| Sr. No | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|--------|--|--|--|
| 1. | Regulation 6(1) of SEBI (LODR) Regulation 2015 | No Compliance Officer and Company Secretary was appointed from 01.11.2019 till 10.06.2020 and 27.07.2020 respectively. | Mr. Sk. Javed Akhtar was appointed as Compliance Officer w.e.f. 11.06.2020 and subsequently appointed as Company Secretary w.e.f 28.07.2020. |

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No. | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any. |
|---------|-----------------|---|---|--|
| 1 | BSE | Violation of Regulations 6 of SEBI (LODR) Regulation 2015 for not appointing Compliance Officer and Company Secretary | BSE E-mail dated September 16, 2020 for imposed fine of Rs. 48,380/-. | Fine of Rs. 48,380/- paid on 22.09.2020 |

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended.... | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|---------|--|---|--|--|
| 1. | Regulation 6 of SEBI (LODR) Regulation 2015 - Company Secretary of the said Company resigned w.e.f. 31.10.2019 | 31 st March 2020 | No Company Secretary was appointed till end of the financial year. | Mr. Sk. Javed Akhtar was appointed as Compliance Officer w.e.f. 11.06.2020 and subsequently appointed as Company Secretary w.e.f 28.07.2020. |



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|----|--|-----------------------------|---|---|
| 2. | Regulation 17(1) of SEBI (LODR) Regulation 2015 - Woman Director, Ms. Nandani Khaitan resigned on 06.05.2019 and the new woman Director Mrs. Arundhuti Dhar was appointed on 13.12.2019 | 31 st March 2020 | Non compliance during the intervening period | Mrs. Arundhuti Dhar was appointed on 13.12.2019 |
| 3. | Regulation 18(1)(d) and 19(3) of SEBI (LODR) Regulation 2015 - Presence of Chairperson of Audit Committee and nomination and remuneration committee at the Annual General Meeting was not complied. | 31 st March 2020 | The position was vacated on 18th September, 2019 , few days just before the Annual General Meeting which was held on 30th September, 2019. | - |
| 4. | Regulation 19(1) and (2) of SEBI (LODR) Regulation 2015 - Due to cessation of Independent Director, many committees were not properly constituted until new Independent Directors were appointed. | 31 st March 2020 | New Independent Directors Mr. Kumar Vineet Saraf, Ms. Arundhati Dhar, Mr. Gaurang Shashikant Ajmera were appointed on 13th December, 2019 and the committees were re-constituted. | Care has been taken henceforth. |
| 5. | Regulation 24A of SEBI (LODR) Regulation 2015 -Non-submission of Annual Secretarial Compliance Report as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 within due date. | 31 st March 2020 | Late submission. | Care has been taken henceforth |



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|---|---|-----------------------------|---|--------------------------------|
| 6 | Disclosure of Shareholding under Regulation 29 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011- Pledge invoked 20,44,670 Equity Share of Mcleod Ruseel India Limited -intimation after 2 working days | 31 st March 2020 | Henceforth the same shall be take care of. | - |
| 7 | BSE Regulations 29(2)/ 29(3) of SEBI (LODR)Regulation 2015 for Non compliance of five days prior intimation ofBoard Meeting for quarterly result of December, 2019. | 31 st March 2020 | BSE Letter for Notice imposed fine of Rs. 11,800/-.The Company requested for waiver of penalty to BSE Limited which was not accepted and was advised to pay the penalty on 04.11.2020 | Penalty was paid on 05.11.2020 |

**For VIDHYA BAID & CO.
Company Secretaries**



Vidhya Baid
**VIDHYA BAID
(Proprietor)
FCS No : 8882
C. P. No. : 8686**

Date: 17th June, 2021
Place : Kolkata
UDIN : F008882C000479616