



## WILLIAMSON FINANCIAL SERVICES LIMITED

Corporate Identity Number (CIN) : L57220RS3071FL0001130  
P.O.P. MANGROVE LANE, CHITRENDRA MOHAN GHOSH BAKARI, KOLKATA - 700 001  
TELEPHONE : 033-2343-5351/93, 2210-1723, 2249 0434/35, FAX : 91-33-2249-3583/3114/5524  
E-mail : administrator@mcclodtruseel.com Website : www.williamsonfinancial.in

REF: WFSL/SEC/2020-21  
31<sup>st</sup> July, 2020

The Secretary  
BSE Limited  
P.J. Towers, 25<sup>th</sup> Floor  
Dalal Street,  
**MUMBAI –400 001**  
**Scrip Code: 519214**

**Sub: Annual Secretarial Compliance Report for the financial year 2019-20.**

Dear Sir,

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019 enclosing herewith Annual Secretarial Compliance Report dated 28<sup>th</sup> July, 2020 for the financial year ended 31<sup>st</sup> March, 2020 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, 2020**

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 31<sup>st</sup> March, 2020 ("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 thereunder; 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:-

**Registered Address : 35, Armenian Street, 3rd Floor, Kolkata - 700 001**

**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 of SEBI (LODR) Regulation 2015	Company Secretary of the said Company resigned w.e.f. 31.10.2019.	No Company Secretary was appointed till end of the financial year.
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.	Non compliance during the intervening period
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.	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.	New Independent Directors Mr. Vineet Saraf, Ms. Arundhati Dhar, Mr. Gourang Shashikant Ajmer were appointed on 13th December, 2019 and the committees were re-constituted.
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.	Late submission.
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	Henceforth the same shall be take care of by the Company.

(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	Regulation 17(1), 19(1), (2), of SEBI (LODR) Regulation 2015	BSE vide letter dated 31st October, 2019 imposed a fine of Rs. 5,54,600/-	Penalties paid on 21.11.2019
2.	BSE	Regulation 17(1), 19(1), (2), of SEBI (LODR) Regulation 2015	BSE vide letter dated 3 <sup>rd</sup> February, 2020 imposed a fine of Rs 437780/-	Penalties paid on reporting date.
3	BSE	Regulations 29(2)/ 29(3) of SEBI (LODR) Regulation 2015 for Non compliance of five days prior intimation of Board Meeting for quarterly result of December, 2019.	BSE Letter for Notice dated March 11, 2020 imposed fine of Rs. 11,800/-.	The Company has given reply to <del>BSE</del> SEBI which explains that the Board Meeting of the Company was scheduled to be held on 11 February 2020 for which Intimation to Stock Exchange was given on 28th January 2020. Further the Board Meeting was postponed and rescheduled to be held on 12th February 2020 for which intimation was given to Stock Exchange on 7th February 2020 and hence requested waiver of penalty. Reply from BSE is awaited.

(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
No such observation in the previous report.				

For VIDHYA BAID & CO.  
Company Secretaries



*Vidhya Baid*

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

Date: 28th July, 2020  
Place : Kolkata  
UDIN : F008882B000513837