



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

1st March 2019

The Secretary
BSE Limited,
Floor 25,
P J Towers
Dalal Street,
Mumbai - 400001

Dear Sir,

Sub: Notice of Postal Ballot to the Shareholder

Regulation 30 of the SEBI (LODR) Regulations, 2015

Forwarding herewith the copies of the Postal Ballot Notice along with annexure being sent to the Shareholders of the Company.

Thanking You.

Yours faithfully,
WILLIAMSON FINANCIAL SERVICES LIMITED

(P. BANDYOPADHYAY)
COMPANY SECRETARY



WILLIAMSON FINANCIAL SERVICES LIMITED

CIN: L67120AS1971PLC001358

Registered Office: Udayan, House No.147, 2nd Floor, Ganeshguri, R. G. Baruah Road, Guwahati-781005.

Phone: 033-2243-5391/5393, 2210-1221, 2248-9434/9435, Fax: 033-2248-3683, 2248-8114, 2248-6265

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

POSTAL BALLOT NOTICE

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ('the Act') read Rule 22 of the Companies (Management and Administration) Rules, 2014 that the Company hereby seek the approval of its Members through Postal Ballot by way of passing a Special Resolution according to Section 12 of the Act, towards changing the address of its Registered Office from its present location at Guwahati, Assam ('the city') to a new location beyond the local limits of the city.

The draft Resolution explaining the reason thereof has been given in this Notice along with the Postal Ballot Form to enable the Members to signify their assent or dissent towards passing the Resolution.

E-Voting: The Company has also provided the facility for voting through electronic means pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to enable the Members to cast their votes appropriately. The detailed procedure to be followed in this respect has also been given which is to be considered part of this Notice. The Board of Directors of the Company ('the Board') has engaged National Securities Depository Limited (NSDL) for their services towards the e-voting facilities to be availed of by the Members. A Member who will cast his/her vote through Postal Ballot Form shall not be eligible to vote through electronic means and vice versa.

The voting rights of the Members shall be in proportion to the Shares held by them in the Equity Paid Up Share Capital of the Company as on **22nd February, 2019**.

The Board has appointed Mr. A. K. Labh, FCS, a Practising Company Secretary, having Office at 40, Weston Street, Kolkata – 700 013 as the scrutiniser for conducting the voting by post and electronic means in a fair and transparent manner

Members are to –

- return the Postal Ballot Form (using the self - addressed envelope being forwarded herewith) duly completed as per the Postal Ballot Form read with the instructions contained in the document so as to reach the Scrutiniser not later than 5.00 P. M. of **31st March, 2019** ('closure of voting') or
- cast their votes electronically from 9.00 A.M. of **1st March, 2019** to 5.00 P.M. of **31st March, 2019**.

The assent or dissent received after the closure of voting shall be treated as if no reply has been received.

A Member who is entitled to vote and has not voted through electronic voting and has not received the Postal Ballot Form, may apply to the Company and obtain a duplicate thereof. However, the form completed in all respects shall be received by the Company within **31st March, 2019**.

The Results declared shall be placed on the Company' website <http://www.williamsonfinancial.in/> and also furnished with the Mumbai Stock Exchange as per regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Resolution being proposed as Special Resolution:

"RESOLVED in terms of Section 12 (5) of the Companies Act, 2013 that the Board of Directors of the Company be and is hereby authorised to change the address of its the Registered Office from Williamson Financial Services Limited, Udayan, House No. 147, R G Baruah Road, Guwahati – 781005, Assam to Williamson Financial Services Limited, Export Promotion Industrial Park, Plot No. 1, Amingaon, North Guwahati – 781031, Assam ".

Statement of reasons in terms of Rule 22 (1) of the Companies (Management and Administration) Rules, 2014

The Company has been maintaining its Registered Office at its present address for a number of years. The Board of Directors of the Company ('The Board') is of the opinion that for more convenience of its business and especially to occupy and utilise more space for its purposes, it would be prudent to look for a more suitable premises and location.

Presently, one of the group companies is occupying a spacious premises at Export Promotion Industrial Park, Plot No – 1, Amingaon, North Guwahati – 781031. On being approached by the Company, the said group company has agreed in principle to let the Company utilise and maintain a good space of the premises as its Registered Office.

As the new location of the proposed Registered Office will be outside the proper city limits where the present Registered Office of the Company is situated, a Special Resolution is required to be passed by the Members of the Company in terms of Section 12(5) (a) of the Companies Act, 2013 to give effect thereto.

In view of the above, the Board recommends the Resolution to be considered by the Members and pass as a Special Resolution.

No Director or Key Managerial personnel or any of their relatives is concerned or interested, financially or otherwise in the Resolution.

By Order of the Board
Williamson Financial Services Limited

P. BANDYOPADHYAY
Company Secretary

Date: 22nd February, 2019

- f. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- g. 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.
- h. Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- i. 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.
- j. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- k. Now, you will have to click on "Login" button.
- l. After you click on the "Login" button, Home page of e-Voting will open.
- m. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- n. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- o. Select "EVEN" of company for which you wish to cast your vote.
- p. Now you are ready for e-Voting as the Voting page opens.
- q. 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.
- r. Upon confirmation, the message "Vote cast successfully" will be displayed.
- s. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- t. Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders :

- (i) 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 ak-labhcs@gmail.com with a copy marked to evoting@nsdl.co.in.
- (ii) 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-vot-ing 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.
- (iii) 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.: 1800-222-990 or send a request at evoting@nsdl.co.in

A. Other Instructions :

- i) The e-voting period commences on **1st March, 2019** and ends on **31st March, 2019**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on **22nd February, 2019** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/ she shall not be allowed to change it subsequently.
- ii) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on **22nd February, 2019**.
- iii) Mr. A. K. Labh, Practicing Company Secretary (Membership No. FCS 4848) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast though remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of the voting forthwith.
- v) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.williamsonfinancial.in and on the website of NSDL www.evoting.nsdl.com within 2 (two) days of the passing of the Resolution and communicated to the Bombay Stock Exchange Limited (BSE), where the shares of the Company are listed.
- vi) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on **22nd February, 2019** only shall be entitled to avail of the facility of e-voting.



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POSTAL BALLOT FORM

Sl. No.:

1. Name and Registered address of the :
Sole/first named Shareholder
2. Name(s) of Joint Holder(s), if any :
3. Registered Folio No.
4. Number of Equity Shares held :

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Description	No. of Shares held by me	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Change of Registered Office	 vote/s vote/s

Place:

Date:

.....

Signature

ELECTRONIC VOTING PARTICULARS		
EVEN(e-Voting Event Number)	User ID	Password / PIN

Note : Please read the instructions given along with this Form carefully before exercising your vote.

Facility to vote by postal ballot including voting through electronic means will be available during the following period:

- Commencement of Voting: 9.00. A. M. of Friday, 1st March, 2019.
- End of Voting: 5.00. P. M. of Sunday, 31st March, 2019.

Instructions along with the Postal Ballot Form

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his / her absence, by the next named Member.
5. Consent must be accorded by placing a tick mark [✓] in the column, 'I assent to the resolution', or dissent must be accorded by placing a tick mark [✓] in the column, 'I dissent to the resolution'
6. The votes of a Member will be considered invalid on any of the following grounds:
 - a. If the Postal Ballot form has not been signed by or on behalf of the Member;
 - b. If the Member's signature does not tally;
 - c. If the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held.
 - d. If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - e. If the Postal Ballot Form is incomplete or incorrectly filled;
 - f. If the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
 - g. If the form other than the one issued by the company is used.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 31st March, 2019. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer no later than the date specified in Item 7. above.
9. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney/ attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at evoting@infosys.com, with a copy marked to evoting@nsdl.co.in, or deposited at the registered office of the Company.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
12. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member on the relevant date, i.e. 22nd February, 2019 .
13. The Scrutinizer's decision on the validity of the postal ballot shall be final.
14. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.



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

Dear Member,

The instructions for voting through electronic means are as under :

Voting through electronic means :

In accordance to the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management & Administration) Rules, 2014, as amended from and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members facility to exercise their right to vote on the Resolution proposed to be considered and passed by way of Postal Ballot by electronic means. The Company has engaged the services of National Securities Depositories Limited ("NSDL") as the Agency to provide the remote e-voting facility.

The Members who have cast their vote by Postal Ballot Form shall not be entitled to cast their vote again through e-voting facility.

1. Process of Remote e-Voting :

Members are requested to follow the instructions below to cast their vote through Remote e-voting :

- a. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: [https:// www.evoting.nsdl.com/](https://www.evoting.nsdl.com/) either on a Personal Computer or on a mobile.
- b. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholders" section".
- c. A new screen will open. You will have to enter your User ID, your Password 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.

- d. 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 For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- e. Your password details are given below:
 - (i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - (ii) 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.
 - (iii) 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, your 'initial password' is communicated to you on your postal address.