

A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co

Company Secretaries

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CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

**The Chairman
of the 45th Annual General Meeting of
Williamson Financial Services Limited
Udayan, House No. 147, 2nd Floor
Ganeshguri, R. G. Baruah Road
Guwahati - 781005**

Dear Sir,

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 45th Annual General Meeting of the members of “**Williamson Financial Services Limited**” (“*Company*”) held on Wednesday, 26th September, 2018 at Hotel ‘D’ Courtyard, R. G. Baruah Road, Opp. Nursery, Guwahati-781005 at 12.30 P.M. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 28th May, 2018. My responsibility as a scrutinizer for the remote voting process through electronic means and voting through physical ballots is restricted to make a Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited (NSDL) and of voting through physical ballots as provided by M/s. Maheshwari Datamatics Private Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.





I submit my report as under:

1. The remote e-voting period remained open from 10.00 A.M. IST on Saturday, the 22nd September, 2018 up to 5.00 P.M. IST on Tuesday, the 25th September, 2018.
2. The Shareholders holding shares as on the “cut off” date, i.e. 19th September, 2018 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the Notice dated 28th May, 2018 of the Annual General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
4. The locked ballot box was subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Wednesday, the 26th September, 2018 around 04:15 P.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Rachana Agarwal residing at 162/2, Banaras Road, Salkia, Howrah – 711 106 and Ms. Priti Priya Singh residing at 8/A, Kailash Saha Lane, Kolkata – 700007 who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [EVEN : 109075] and votes casted through physical ballot papers distributed at the AGM venue are as under:

<A> **ORDINARY BUSINESS:****a) Resolution 1**

To receive, consider and adopt the Financial Statement of the Company for the Financial Year ended 31st March, 2018 and the Reports of the Directors and Auditors thereon

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	19	5407632	
Voting by ballot	17	335040	
Total	36	5742672	99.31%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	2	40065	
Voting by ballot	0	0	
Total	2	40065	0.69%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



**b) Resolution 2 : Special Resolution**

To appoint a Director in place of Mr. R. S. Jhavar (DIN: 00023792), who retires by rotation and being eligible, offers himself for re-appointment

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	19	5407632	
Voting by ballot	17	335040	
Total	36	5742672	99.31%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	2	40065	
Voting by ballot	0	0	
Total	2	40065	0.69%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



** SPECIAL BUSINESS:****c) Resolution 3 : Special Resolution**

Approval for continuation of Mr. T. R. Swaminathan (DIN: 00469558) as an Independent Director of the Company to complete his present term

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	19	5407632	
Voting by ballot	17	335040	
Total	36	5742672	99.31%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	2	40065	
Voting by ballot	0	0	
Total	2	40065	0.69%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0

**d) Resolution 4 : Special Resolution**

Approval for continuation of Mr. Jatin Hazarika (DIN: 00546175) as an Independent Director of the Company to complete his present term

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	19	5407632	
Voting by ballot	17	335040	
Total	36	5742672	99.31%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	2	40065	
Voting by ballot	0	0	
Total	2	40065	0.69%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



**e) Resolution 5 : Special Resolution**

Approval for continuation of Mr. Gobind Prasad Saraf (DIN: 00206447) as an Independent Director of the Company to complete his present term

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	19	5407632	
Voting by ballot	17	335040	
Total	36	5742672	99.31%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	2	40065	
Voting by ballot	0	0	
Total	2	40065	0.69%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



**f) Resolution 6 : Special Resolution**

Re-appointment of Mr. Shyam Ratan Mundhra as the Manager of the Company for a further period of two years from 1st April 2018

(i) Voted in favour of the Resolution:

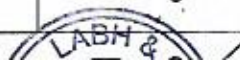
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	19	5407632	
Voting by ballot	17	335040	
Total	36	5742672	99.30%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	3	40565	
Voting by ballot	0	0	
Total	3	40565	0.70%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



A. K. LABH

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DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



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Company Secretaries

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8. All the resolutions proposed hereinabove have been passed with requisite majority.
9. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly
For A. K. LABH & Co.
Company Secretaries

(CS A. K. LABH)
Practicing Company Secretary
FCS - 4848 / CP No. - 3238



Place: Kolkata

Dated: 27.09.2018

A. K. LABH

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DIM, DHRD, PGHDSM, DIRPM
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Website : www.aklabh.co

Witness :

1. *Rachana Agarwal*

(Rachana Agarwal)
162/2, Banaras Road,
Salkia, Howrah – 711 106

2. *Priiti Priya Singh*

(Priti Priya Singh)
8/A, Kailash Saha Lane
Kolkata – 700007



Received the Report of the Scrutinizer
For Williamson Financial Services Limited

P. Bandyopadhyay

(P. Bandyopadhyay)
Company Secretary