

Date: 17th August, 2016

To,
The General Manager
Corporate Relationship Department,
Bombay Stock Exchange Limited
1st Floor, New trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort, Mumbai-400001

Script Code/Symbol: 532016/Wellesley

Sub: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

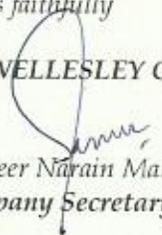
Dear Sir,

Please find enclosed herewith Notice of 25th Annual General Meeting of the Company to be held on 09th September, 2016 at Country Inn ,Mehragoon ,Bhimtal Uttarakhand-248179.

Please intimate the members accordingly.

Thanking you
Yours faithfully

For WELLESLEY CORPORATION LIMITED


(Sumeer Narain Mathur)
Company Secretary & Chief Financial Officer



Encl: As above

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the Company will be held on Friday the 9th September, 2016 at 10:00AM at "Country Inn", Mehragoan, Bhimtal, Uttarakhand-248179, to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at March 31, 2016 and Profit & Loss Account for the financial year ended on that date and the Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Manoj Gupta (DIN 00061630) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s Srivastava Kumar & Co., Chartered Accountants (ICAI Firm Regn No: 01120N) as Statutory Auditors of the Company, for their balance term of appointment of 1 year.

SPECIAL BUSINESS

4. To consider and if thought fit to pass, with or without modification(s), the following resolution as "**Ordinary Resolution**"

"RESOLVED THAT Mr. Gyanendra Prakash(DIN 01444823), who was appointed as an Additional Director of the Company w.e.f 06th June,2016 in pursuance of Article 86 of the Articles of Association of the Company and who by virtue Section 161 of the Companies Act, 2013 to the extent applicable, holds office up to the date of the forthcoming Annual General Meeting, but being eligible, in respect of whom the recommendation of a member proposing his candidature as the director of the company has been received in writing, be and is hereby appointed as Director of the Company".
5. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as "**Special Resolution**"

"RESOLVED THAT in accordance with Sections 196, 197, 203 and Schedule V to the Act and other applicable provisions of the Companies Act, 2013 read with applicable rules (hereinafter referred to as "the Act") as amended upto date, the approval of shareholders be and is hereby granted for the appointment of Mr. Gyanendra Prakash, (DIN :1444823), as Managing Director of the company for a period of 5 years commencing from 06th June,2016 on the following terms and conditions mentioned below with liberty to the board of directors to alter or vary the same so that as not to exceed the limits set out in schedule V read with section 196 & 197 of the Companies Act,2013 or any amendments thereto, as may be agreed between the board and Mr. Gyanendra Prakash.

A. Tenure

- a. The appointment shall remain in force for a period of 5 years, w.e.f 06th June,2016 however the same may be concluded by either side, giving one month written notice to the other side.

B. Duties & Powers

- a. The Managing Director shall devote his whole time and attention to the business of the company and perform such duties as may be entrusted to him by the board from time to time and separately communicated to him and exercise such powers that may be assigned to him.
- b. The Managing Director undertakes to employ the best of his skills and ability and to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

C. Remuneration

- a. The Managing Director shall be paid managerial remuneration(CTC) of Rs 20000/- per month as under:-

Sl. No	Description	Amount
1.	Basic Salary	8500/- per month
2.	House Rent Allowance	4250/- per month
3.	Conveyance Allowance	1600/- per month
4.	Special Allowance	4630/- per month
5.	Employer's Contribution to Provident Fund	1020/- per month
6.	Employees Contribution to Provident Fund	12% of the basic salary shall be deducted towards the employee's contribution to provident fund

In addition to the above mentioned managerial remuneration, Managing Director shall be entitled to the following benefits/ reimbursements:

Sl. No	Description	Amount
1.	Gratuity	After 5 years of employment (15 days basic salary for each completed year)
2.	Leave Encashment	20 days leave credit will be given after completion of 1 year of employment. 15 days leave encashment subject to minimum balance of 30 leaves after encashment
3.	Travelling, hotel, and other incidental expenses incurred in performing official duties	Reimbursement of expenses as per company policy.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Mr. Gyanendra Prakash (DIN:01444823) as Managing Director of the Company, the remuneration payable to him shall be in accordance with the limits prescribed in Schedule V of the Companies Act, 2013 as amended from time to time.”

By order of the Board of Directors

Sumeer Narain Mathur
 Company Secretary & Chief Financial Officer
Membership no: ACS-21151
Address: Houseno: 04, Seemant
 Vihar, Behind Radisson Hotel, Kaushambi,
 Ghaziabad-201014

Place: New Delhi
 Date: 09th Aug, 2016

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HERSELF/ HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide member’s facility to exercise their right to vote by electronic means, as an alternative to vote physically at the Annual General Meeting (AGM) and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
 Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physical and e-voting, then votes cast through e-voting shall be only be taken into consideration and treated valid whereas votes cast physically at the meeting shall be treated as invalid. The “E-Voting “procedure along with the user id and password of each shareholder is annexed along with the proxy form at the end of the annual report.
- Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
- Members/Proxies should fill in the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold share(s) in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the Meeting.
- Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays between 11.00 A.M. and 2.00 P.M. up to the date of the Meeting.

8. The Company's Register of Members and Transfer Books will remain closed from 6th September, 2016 to 11th September, 2016 (both days inclusive) for the purpose of the Meeting, and the "E-Voting " facility shall be open for the period from 09:00 hours of 6th September, 2016 to 17:00 hours of 8th September, 2016, after this period the event will be no longer available for casting votes by "E-Voting " mechanism .
9. Members are requested to intimate immediately any change in their address or other mandates to their Depository Participants with whom they are maintaining their demat accounts. The Company or its Registrar and Transfer Agent cannot change mandates for shares in electronic form.
10. Members holding shares in physical form are requested to advise any change of address or bank mandates immediately to the Company / Registrar and Transfer Agent, Skyline Financial Services Pvt. Limited.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
12. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Transfer Agent.
13. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Transfer Agent, for consolidation into a single folio.
15. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.
16. Mr. Vijay Kaul, Practicing Company Secretary (Membership No.2719), Proprietor - M/s. Vijay Kaul and Co., Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
17. The Scrutinizer shall immediately after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days on conclusion of the annual general meeting, 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.
18. As per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of e-voting are to be communicated to the BSE Limited, where the equity shares of the Company are listed, within 48 hours of the conclusion of the Annual General Meeting. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.wellesleycorp.com and on the website of NSDL.
19. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, 9th September, 2016.
20. Re-appointment/Regularization of Directors Mr. Manoj Gupta and Mr. Gyanendra Prakash do not hold any Equity Shares in the Company. None of the Directors of the Company are inter-se related to each other.
21. In respect of the information to be provided under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pertaining to the Directors being appointed, Members are requested to kindly refer to the chapter on Corporate Governance in the Annual Report.
22. The route map of the venue of the Meeting is attached to the Notice

I-EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item no:4 & 5

The Board at their meeting held on 30th May, 2016 appointed Mr. Gyanendra Prakash in the board as an Additional Director of the company, as per the provisions of section 161 of the Companies Act, 2013, he holds his office as additional director upto the forthcoming Annual General Meeting. He has proposed his candidature as the director of the company along with security deposit money in compliance of section 160 of the Companies Act, 2013 which shall be refunded to him in case Mr. Gyanendra Prakash gets elected or get more than 25% of the total valid votes cast either by show of hands or poll at the ensuing Annual General Meeting.

Further Mr. Gyanendra Prakash was appointed as Managing Director by the Board of Directors of the Company in their meeting held on 30th May, 2016 w.e.f 06th June, 2016 on the terms & conditions as set out in the resolution in terms of Sections 196, 197, 203 and Schedule V to the Act and other applicable provisions of the Companies Act, 2013 read with

applicable rules (hereinafter referred to as “the Act”) as amended upto date, the Article of Association of the company and subject to the approval of the Shareholders of the Company in Annual General Meeting.

Mr. Gyanendra Prakash is a Commerce Graduate has done Post Graduate Diploma in Business Administration. He has a vast experience of managing business affairs .In addition to this, he has also done M.SC in yoga and having great ability to enhance the internal strength of the human beings by way of yoga arts as well the entrepreneur skills through his academic strength.

The board considered his appointment as an energy booster for the overall development of the company.

The detail of the remuneration proposed to the Managing Director is given in the resolution no. 5 hereinabove.

Apart from this remuneration Mr. Gyanendra Prakash does not have any pecuniary relationship with the Company. In case of inadequate profits for the payment of remuneration as prescribed under Schedule V of the Companies Act, 2013.

Except Mr. Gyanendra Prakash, none of the Directors or Key Managerial Personnel or their relatives are, in any way concerned or interested in the above resolution.

As on 09th August,2016 Mr. Gyanendra Prakash does not hold any shares in the company & his directorship in other companies are as under:-

1.	M/s Seaweed Marbles Private Limited
2.	M/s Farrini Trade-Link Private Limited
3.	M/s Sarp Hotels Private Limited

**Haldwani to Country Inn Bhimtal, Nainital,
Uttarakhand**
Drive 30.4 km, 1 h 6 min

VENUE FOR THE 25TH ANNUAL GENERAL MEETING OF WELLESLEY CORPORATION LIMITED



Map data ©2016 Google 2 km

Haldwani

Railway Station Road, Banbhoolpura, Haldwani, Uttarakhand 263139

Take Railway Station Rd to NH109 in Tikonia Churaha

- | | | |
|---|--|----------------|
| | | 5 min (1.3 km) |
| ↑ | 1. Head south-west on Railway Station Rd | |
| | | 98 m |
| ↗ | 2. Turn right at Railway Jct to stay on Railway Station Rd | |
| | ⓘ Pass by LIVITRIP.COM (on the right) | |
| | | 350 m |
| ↗ | 3. Turn right | |
| | | 800 m |
| ↖ | 4. Turn left at RM Enterprises towards NH109 | |
| | | 17 m |

Follow NH109 to Bhowali-Bhimtal-Haldwani Rd in Bhagtura

- | | | |
|---|---|---------------|
| | | 1 h (29.2 km) |
| ↗ | 5. Turn right at the 1st cross street onto NH109 | |
| | ⓘ Go past the petrol_station (on the left in 650 m) | |
| | | 4.6 km |
| ↑ | 6. Continue straight to stay on NH109 | |
| | ⓘ Go past the petrol_station (on the left) | |
| | | 700 m |
| ↑ | 7. Continue straight past Kumaun College of Information Technology to stay on NH109 | |
| | ⓘ Pass by Police Chowki Mullah Kathgodam (on the right in 350 m) | |
| | | 2.9 km |
| ↗ | 8. Turn right onto Bhowali-Bhimtal-Haldwani Rd/Haldwani-Bhowali Rd | |
| | ⓘ Continue to follow Bhowali-Bhimtal-Haldwani Rd | |
| | ⓘ Go past the petrol_station (on the right in 20.3 km) | |
| | | 21.0 km |

Country Inn Bhimtal, Bhowali-Bhimtal-Haldwani Road, Mehragaon

Nainital, Uttarakhand 263136

These directions are for planning purposes only. You may find that construction projects, traffic, weather, or other events may cause conditions to differ from the map results, and you should plan your route accordingly. You must obey all signs or notices regarding your route.

Form No. MGT-11

Proxy Form

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Act (Management and Administration) Rules, 2014

CIN: L45202UR1991PLC000604

Name of the company: **WELLESLEY CORPORATION LIMITED**

Registered office: **Shop#1, Country Inn, Mehragaon, Bhimtal, Uttarakhand - 248179**

Name of the member (s):
Registered address:
Email id.
Folio No. / Client id :
DP ID:

I /We, being the member(s) of _____ shares of the above named company, hereby appoint:-

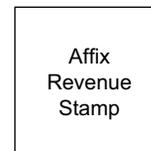
- Name:
Address:
Email id:
Signatures _____, or falling him
- Name:
Address:
Email id:
Signatures _____, or falling him
- Name:
Address:
Email id:
Signatures _____, or falling him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf At the 25th Annual General Meeting of the company, to be held on the _____ at _____ at "Country Inn", Bhimtal, Mehragaon, Uttarakhand-248179, and at the any adjournments thereof in respect of such resolutions as are indicated below:

Resolution no:

- Adoption of Financial statements for the year 2015-16.
- Re-appointment of Retiring Director.
- Ratification of Statutory Auditors appointment.
- Regularization of Additional Director
- Approval for the appointment of Managing Director

Signed this _____ day of _____ 2016



Signatures of shareholder

Signatures of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and Deposited at the Registered office of the Company, not less than 48 hours before the Commencement of the Meeting

Attendance Slip

I, certify that I am registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Annual General Meeting of the Company on 9th September, 2016 at "Country Inn", Mehragaon, Bhimtal, Uttarakhand.

Clint id/Folio Number _____ Signature of attending Member/Proxy _____

Dear Members,

Subject: Instruction for e-voting

Pursuant to provisions of section 108 of the Companies Act 2013, read with Companies (Management & Administration) Rules, 2014 the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 25th Annual General Meeting to be held on Friday, 9 September, 2016 at 10:00 AM The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility.

E-voting facility is available at the link: www.evoting.nsdl.com

The electronic voting details are as under:

EVEN	
Login Id	
Password	

The e-voting will be available during the following voting period:-

Commencement of E-Voting	End of E-Voting
6th September, 2016 at 09:00 hours	8th September, 2016 at 17:00 hours

Please read the following instructions for casting the votes through e-voting mechanism:-

- 1) Please note that the password is an initial password.
- 2) Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or <https://www.wellesleycorp.com>
- 3) Click on "Shareholder - Login".
- 4) Put User ID and password as initial password noted in step (1) above and Click Login. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date** of 10th August, 2016. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 2nd September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or cs@wellesleycorp.com or viren@skylinerta.com
- 5) Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. In case you are already registered with NSDL you can use your existing login and password
- 6) Home page of "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
- 7) Select "EVEN" of **WELLESLEY CORPORATION LIMITED**
- 8) Now you are ready for "e-Voting" as "Cast Vote" page opens.
- 9) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted. Kindly note that vote once casted cannot be modified.
- 10) Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc, together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail vijaykaulandco@hotmail.com
- 11) During the E- Voting period, shareholders of the Company, holding shares either in physical form or in Dematerialized form, as on the record date may cast their vote electronically. The record date for the purpose of e-voting is 2nd September, 2016
- 12) Since the company is required to provide members the facility to cast their vote by electronic means, shareholders of the company holding shares in either physical form or in dematerialized form as on cutoff date (record date) of 2nd September, 2016 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- 13) The Company has appointed Mr. Vijay Kaul as the Scrutinizer to count the votes casted in favor or against the resolution proposed for all the items of the Notice as mentioned in the Notice and to comply with the provisions of Section 108 of the Companies Act, 2013. He will submit his report on 9th September, 2016 to the Chairman of the Company and in turn the Chairman will announce the same on the date of Annual General Meeting.
- 14) All the documents referred to in this Notice and explanatory statements are open for Inspection of the members at the registered office of the Company on all working day up to the declaration of the results of the 25th Annual General Meeting of the Company.