

## **NOTICE**

Notice is hereby given that the 26th Annual General Meeting of the Company will be held on Friday the 08th September, 2017 at 10:00 AM at "Country Inn Hotel & Resorts", Mehragoan, Bhimtal, Uttarakhand-248179, to transact the following business:-

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements together with the reports of the Board of Directors and auditor thereon for the financial year ended on 31 March, 2017.
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 approve the appointment of M/s M.K Jain & Co, Chartered Accountants (ICAI Firm Regn No:009694N) as Statutory Auditors of the Company, for a period of 5 years commencing from financial year 2017-18.

By order of the Board of Directors

**Company Secretary &  
Chief Financial Officer:**

Sumeer Narain Mathur

**Membership no:** FCS9042

**Address:** Houseno:04, Seemant Vihar, Behind Radisson Hotel, Kaushambi, Ghaziabad-201014

Date: 15<sup>th</sup> July, 2017

Place: New Delhi

1. **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.**
2. 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.

3. 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.
4. 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.
5. 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.
6. 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.
7. 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 05th September, 2017 to 11th September, 2017 (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 05th September, 2017 to 17:00 hours of 07th September, 2017, 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](http://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, 08th September,2017 .
20. Mr. Manoj Gupta (director who retires by rotation) does not hold any shares in the company.
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 at the end of the Annual Report.
23. Members who have not registered their e-mail addresses so far are requested to register their e-mail address with their DP in case shares are held in electronic form or with the Company's Registrar & Transfer Agent - SLFSPL in case shares are held in physical form so that they can receive the Annual Report and other communication from the Company electronically.
24. The Members desiring any information as regards to accounts are requested to write to the Company at an early date, so as to enable the Company to keep information ready.
25. As a measure of economy, copies of Annual Report will not be distributed at the Meeting. Members are therefore requested to bring their copy of the Annual Report to the Meeting
26. Members may please note that no gifts will be distributed at the Meeting.
27. The Registers maintained pursuant to the provisions of Sections 170 & 189 of the Companies Act, 2013 and rules thereunder will be made available for inspection by Members of the Company at the Meeting.

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:-

1. Name:  
Address:  
Email id:  
Signatures \_\_\_\_\_, or falling him
2. Name:  
Address:  
Email id:  
Signatures \_\_\_\_\_, or falling him
3. 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 26th Annual General Meeting of the company, to be held on the Friday, 08th September, 2017 at 10:00 AM at "Country Inn Hotel & Resorts", Mehragaon ,Bhimtal, Uttarakhand-248179, and at the any adjournments thereof in respect of such resolutions as are indicated below:

Resolution no:

- 1) Adoption of Financial statements for the year 2016-17.
- 2) Re-appointment of Retiring Director.
- 3) Statutory Auditors appointment

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

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 08th September, 2017 at "Country Inn Hotel & Resorts ", Meh- ragaon, Bhimtal, Uttarakhand-248179.

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 26th Annual General Meeting to be held on Friday, 08th September, 2017 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](http://www.evoting.nsdl.com)

The electronic voting details are as under:

EVEN	
Login Id	
Password	

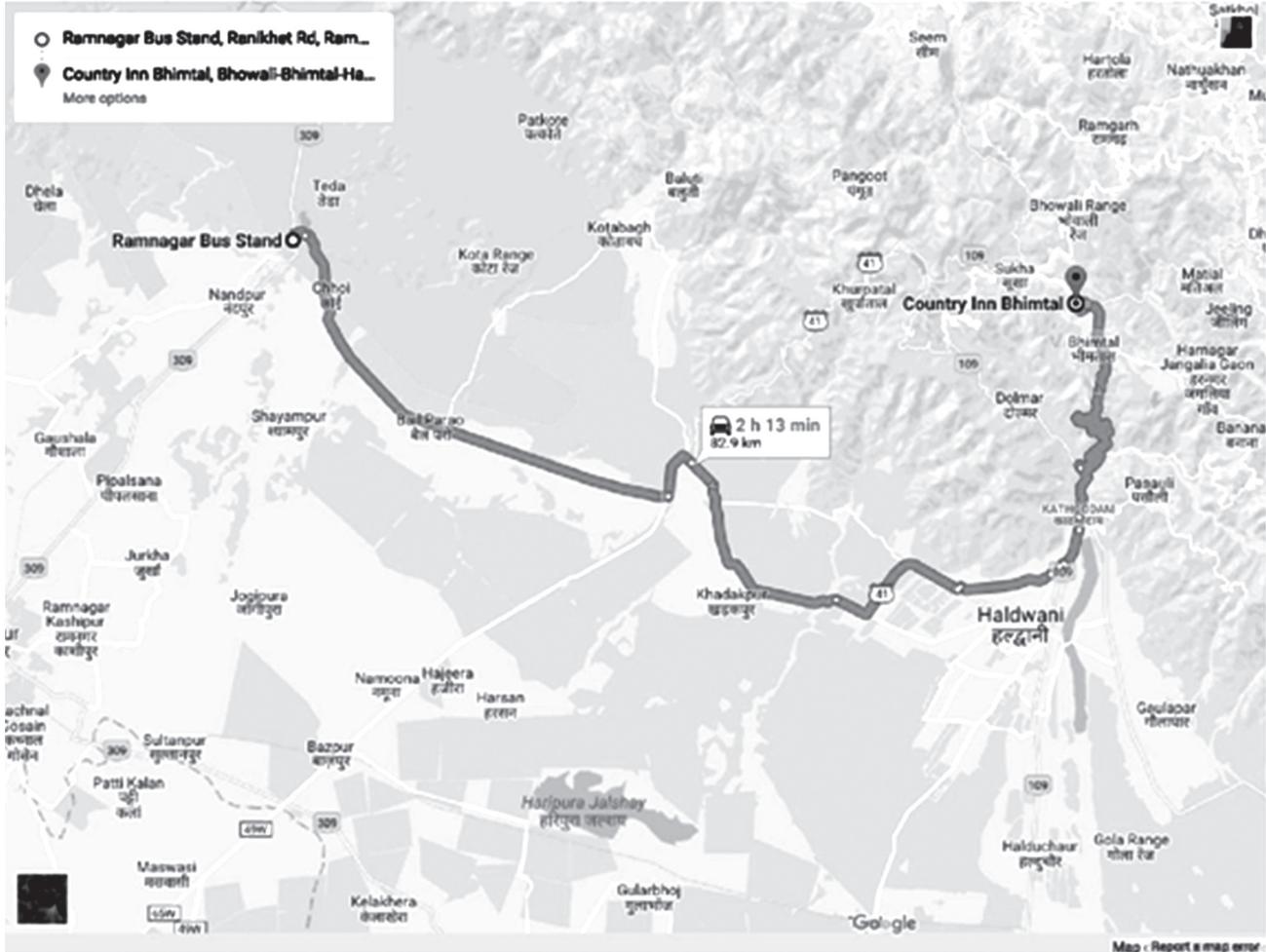
The e-voting will be available during the following voting period:-

Commencement of E-Voting	End of E-Voting
05th September, 2017 at 09:00 hours	07th September, 2017 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 17th July, 2017. 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. 17th July, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [cs@wellesleycorp.com](mailto:cs@wellesleycorp.com) or [viren@skylinerta.com](mailto: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.
- 8) 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.
- 9) 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](mailto:vijaykaulandco@hotmail.com)
- 10) 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 01st September, 2017.
- 11) 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 01st September, 2017 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- 12) 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 08th September, 2017 to the Chairman of the Company and in turn the Chairman will announce the same on the date of Annual General Meeting.
- 13) 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 26th Annual General Meeting of the Company.

# ROUTE MAP OF 26th AGM VENUE



14/07/2017

Ramnagar Bus Stand to Country Inn Bhimtal - Google Maps



Ramnagar Bus Stand to Country Inn Bhimtal

Drive 82.9 km, 2 h 12 min

WAY TOWARDS THE VENUE OF 26TH ANNUAL GENERAL MEETING OF WELLELEY CORPORATION LIMITED

**Ramnagar Bus Stand**

Ranikhet Rd, Ramnagar, Uttarakhand 244715

↑ 1. Head east towards NH309 8 s (28 m)

↩ 2. Turn left at Negi Restaurant onto NH309 2 min (350 m)  
 ⓘ Pass by Jim Corbett Jeep Safari (on the right)

**Take Kosi Barrage to UT SH 41**

↪ 3. Turn right at Kumaun Motor Works 34 min (29.3 km)

↑ 4. At Kosi Bairaaj Park, continue onto Kosi Barrage 750 m  
 ⓘ Pass by the bridge (on the right)

↩ 5. Turn left onto Nainital Rd 25.5 km  
 ⓘ Pass by Hanuman Temple (on the right in 2.7 km)

**Follow UT SH 41 to Kathghariya Rd in Ghuni No.1**

↑ 6. At Police Check Post, continue onto UT SH 41 24 min (20.3 km)  
 ⓘ Pass by saxena chemistry classes (on the right)

12.2 km

<https://www.google.co.in/maps/dir/Ramnagar+Bus+Stand,+Ranikhet+Rd,+Ramnagar,+Uttarakhand+244715/Country+Inn+Bhimtal,+Bhowali-Bhimtal-Haldwani+Road,+Mehergaon,+Nainital,+Uttarakhand+263136/@2...> 1/3

14/07/2017

Ramnagar Bus Stand to Country Inn Bhimtal - Google Maps

↩ 7. Turn left onto Haldwani Kaladungi Rd/UT SH 41 8.1 km  
 ⓘ Continue to follow UT SH 41  
 ⓘ Pass by Hotel White Rebecca (on the right in 450 m)

**Continue to Kathgodam**

↩ 8. Turn left onto Kathghariya Rd 14 min (6.1 km)

↪ 9. Turn right at Hedakhan Mandir Branch 230 m

↩ 10. Turn left at Damua Dhunga Panchakki Chauraha 4.9 km

↑ 11. Continue onto Kathgodam-Kathgharia Rd 650 m

↪ 12. Turn right towards NH109 250 m

160 m

**Drive from Bhowali-Bhimtal-Haldwani Rd to Bhagtpura**

↩ 13. Turn left onto NH109 56 min (26.6 km)  
 ⓘ Pass by St.Paul Senior Secondary School (on the left)

↑ 14. Continue straight past Jeetu Amul Parlour to stay on NH109 1.9 km  
 ⓘ Go past the petrol station (on the left)

↑ 15. Continue straight to stay on NH109 700 m  
 ⓘ Pass by Kathgodam (on the right)

↪ 16. Turn right onto Bhowali-Bhimtal-Haldwani Rd/Haldwani-Bhowali Rd 2.9 km  
 ⓘ Continue to follow Bhowali-Bhimtal-Haldwani Rd  
 ⓘ Pass by Haidakhaan Babaji Ashram (on the left in 400 m)

21.1 km

