

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 27TH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON SATURDAY THE 08TH SEPTEMBER, 2018 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 of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:-

2. To consider and if thought fit to pass, with or without modification(s), the following resolution as "Ordinary Resolution" "**RESOLVED THAT** Mrs Sadhana Rai (DIN 01585720), who was appointed as an Additional Director of the Company w.e.f 22nd June, 2018 in pursuance of Article 60 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, be and is hereby appointed as Director of the Company".
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as a "Ordinary Resolution": "**RESOLVED THAT** pursuant to the provisions of Section 20 of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, consent of the members be and is hereby accorded to charge from the member such fees in advance equivalent to estimated actual expenses of delivery of the documents through a particular mode as requested by the member.

By order of the Board of Directors

Sumeer Narain Mathur
Company Secretary &
Chief Financial Officer

Membership no: FCS9042
Address: Houseno:04, Seemant
Vihar, Behind Radisson Hotel,
Kaushambi, Ghaziabad-201014

Date: 30th May, 2018

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.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable.

1. Only registered members of the Company holding shares as on the cut-off date decided for the purpose, being 31st August, 2018, or any proxy appointed by such registered member may attend and vote at the Annual General Meeting as provided under the provisions of the Companies Act, 2013.
2. Electronic copy of the Notice of the aforesaid Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the aforesaid Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. The cut-off date is decided for the purpose of reckoning the number of shareholders eligible to receive notice of AGM is 31st August, 2018
3. **Voting Rights:** Shareholders holding Equity Shares shall have one vote per share as shown against their holding and shareholders
4. **VOTING THROUGH ELECTRONIC MEANS** In compliance with 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 members facility to exercise their right to vote means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
5. 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.
6. 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.
 7. 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.
 8. 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.
 9. 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.
 10. 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.
 11. The Company's Register of Members and Transfer Books will remain closed from 05th September, 2018 to 11th September, 2018 (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, 2018 to 17:00 hours of 07th September, 2018, after this period the event will be no longer available for casting votes by "E-Voting" mechanism.
 12. 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.
 13. 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.
 14. 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.
 15. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Transfer Agent.
 16. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
 17. 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.
 18. 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.
 19. 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.
 20. 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.
 21. 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.
 22. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, 08th September, 2018.
 23. 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.
 24. The route map of the venue of the Meeting is attached at the end of the Annual Report.

25. 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.
26. 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.
27. 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
28. Members may please note that no gifts will be distributed at the Meeting.
29. 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.

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

Item no:2

The Board at their meeting held on 22nd June,2018 on the recommendation of the Nomination and Remuneration Committee has appointed Mrs. Sadhana Rai in the board as an Additional Director of the company, as per the provisions of section 161 of the Companies Act,2013, she holds her office as additional director upto the forthcoming Annual General Meeting.

As the Nomination and Remuneration Committee along with Board of Directors has recommended her name for directorship, as per section 160 of the Companies Act,2013 as amended by the Companies (Amendment), Act,2017 the requirement of deposit is no longer required.

Mrs. Sadhana Rai, is the promoter of the company.

Details of the Director seeking re-appointment in the forthcoming Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of Director	Mrs. Sadhana Rai
Age(Years)	63
Brief Resume/Nature of Expertise in functional areas	She has done her graduation from University of Calcutta. She is a business women and has been into the business of Hotels and Resorts and Real Estate since 1993. She has 25 years of experience of managing the business.She is also a philanthropist and has undertaken various projects for underprivileged children.
Relationships between directors inter-se	None
Directorships held in other Companies (excluding foreign companies, private companies and companies registered under Section 8 of the Companies Act, 2013)	1) M/s Windsor Infrastructure Limited 2) M/s Gokul Dealers Private Limited
Memberships/ Chairmanships of committees of other public companies.	NIL
Shareholding (No. of shares)	1,00,00,000

Item No. 3

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further a member may request for delivery of document through a particular mode by paying such fees as maybe determined by the members in

the Annual General Meeting. Accordingly, the Board recommends the passing of the Ordinary Resolution at Item No. 3 of the accompanying Notice for member's approval.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolutions.

**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, Mehraagaon, 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 27th Annual General Meeting of the company, to be held on the Saturday, 08th September, 2018 at 10:00 AM at "Country Inn Hotel & Resorts", Mehraagaon ,Bhimtal, Uttarakhand-248179, and at the any adjournments thereof in respect of such resolutions as are indicated below:

	Ordinary Business	For	Against
1	Adoption of Audited Financial Statements of the Company for the financial year ended March 31,2018 and the Reports of the Board of Directors and Auditors thereon		
Special Business			
2	Appointment of Mrs. Sadhana Rai as a Director of the Company,		
3	fixing fees for the purpose of delivering documents to the shareholder, through a particulars mode as requested by the shareholder.		

Signed this _____ day of _____ 2018

Signatures of shareholder

Signatures of Proxy holder(s)

Affix
Revenue
Stamp

Note:

- 1) 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
- 2) For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of the Twenty Seventh Annual General Meeting.
- 3) It is optional to put a in the appropriate column against the resolutions indicated above. If you leave "For" or "Against" column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Attendance Slip

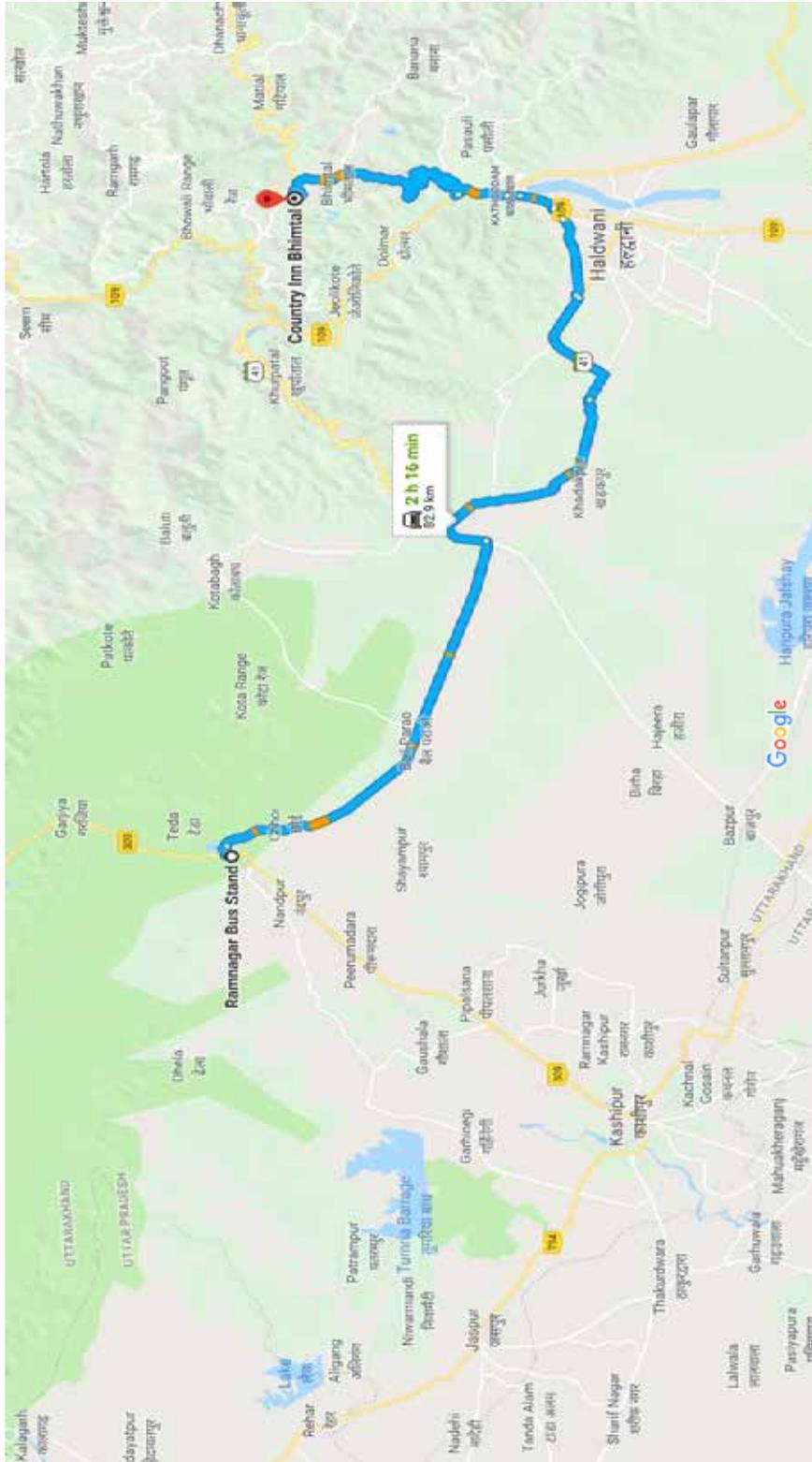
I, certify that I am registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Annual General Meeting of the Company on 08th September, 2018 at "Country Inn Hotel & Resorts ", Mehraagaon, Bhimtal, Uttarakhand-248179.

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

ROUTE MAP OF 27th AGM VENUE

Drive 82.9 km, 2 h 16 min

Ramnagar Bus Stand to Country Inn Bhimtal
VENUE OF THE 27TH ANNUAL GENERAL MEETING OF WELLESLEY CORPORATION LIMITED



Ramnagar Bus Stand

Ranikhet Rd, Ramnagar, Uttarakhand 244715

- ↑ 1. Head north on NH309
 1 Go past the petrol station (on the left) 1 min (350 m)

Take Kosi Barrage to UT SH 41 in Chhoti Haldwani

- ↔ 2. Turn right at Kumaun Motor Works 36 min (29.3 km)
- ↑ 3. At Kosi Bairaj Park, continue onto Kosi Barrage
 1 Pass by the bridge (on the right) 750 m
- ↔ 4. Turn left onto Nainital Rd
 1 Pass by Marketing Kingdom360. (on the left in 2.2 km) 25.5 km

Follow UT SH 41 to Kathghariya Rd/Kathgodam - Kathgharia Rd in Ghuni No.1

- ↑ 5. At Police Check Post, continue onto UT SH 41
 1 Pass by saxena chemistry classes (on the right) 26 min (20.3 km)
- ↔ 6. Turn left onto Haldwani Kaladungi Rd/UT SH 41
 1 Continue to follow UT SH 41
 1 Pass by Hotel White Rebecca (on the left in 450 m) 12.2 km

Follow Kathgodam - Kathgharia Rd to NH109 in Kathgodam

- ↔ 7. Turn left at Rachit Communication onto Kathghariya Rd/Kathgodam - Kathgharia Rd 15 min (6.1 km)
- ↔ 8. Turn right at Hedakhan Mandir Branch onto Kathgodam - Kathgharia Rd 230 m
- ↔ 9. Turn left at Damua Dhunga Panchakki Chauraha to stay on Kathgodam - Kathgharia Rd 4.9 km
- ↔ 10. Turn right towards NH109 900 m

Drive along Bhowali-Bhimtal-Haldwani Rd

- ↔ 11. Turn left onto NH109
 1 Pass by Angithi Family Restaurant (on the left) 1 h 1 min (26.6 km)
- ↑ 12. Continue straight to stay on NH109
 1 Go past the petrol station (on the left) 1.9 km
- ↑ 13. Continue straight to stay on NH109
 1 Pass by KMVN Tourist Guest House (on the left) 700 m
- ↔ 14. Turn right onto Bhowali-Bhimtal-Haldwani Rd/Haldwani-Bhowali Rd
 1 Continue to follow Bhowali-Bhimtal-Haldwani Rd
 1 Pass by Haidakhaan Babaji Ashram (on the left in 400 m)
- ↔ 15. Turn left
 1 Destination will be on the left

Country Inn Bhimtal

Bhowali-Bhimtal-Haldwani Road, Mehraegaon, 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.



CIN: L45202UR1991PLC000604

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

ATTENDANCE SLIP

27 th Annual General Meeting - Saturday, 08 th September, 2018	
Full Name and Registered Address of the Member (In Block Letters)	
Jointholder	
DP ID/Client ID/Folio No.	
No. of Shares held	

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, 2018 at "Country Inn Hotel & Resorts ", Mehraagaon, Bhimtal, Uttarakhand-248179.

Signature of attending Member/Proxy _____

E-VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Note : Please read the instructions given in the Notice of AGM before casting your vote through e-voting.

Subject: Instruction for e-voting

Dear Members,

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 28th Annual General Meeting to be held on Saturday, 08th September, 2018 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:

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

Commencement of E-Voting	End of E-Voting
05th September, 2018 at 09:00 hours	07th September, 2018 at 17:00 hours

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

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. 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.

4. 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 EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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 enter the 'initial password' and the system will force you to change your password.
- c) 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.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- c) 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.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. 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.
2. 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.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 vijaykaulandco@hotmail.com with a copy marked to evoting@nsdl.co.in.
2. 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-voting 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.nsd.com to reset the password.
3. 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.nsd.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
4. 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 31st August, 2018
5. 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 31st August, 2018 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
6. 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, 2018 to the Company Secretary & Chief Financial Officer of the Company and in turn the Company Secretary & Chief Financial Officer of the Company will announce the same on the date of Annual General Meeting.
7. 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 27th Annual General Meeting of the Company.