

MSEI Symbol

Scrip code	532016
NSE Symbol	
MSEI Symbol	
ISIN	INE176O01011
Name of the entity	WELLESLEY CORPORATION LIMITED
Date of start of financial year	01-04-2017
Date of end of financial year	31-03-2018
Reporting Quarter	Yearly
Date of Report	31-03-2018
Risk management committee	Applicable

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Is there any change in information of board of directors compare to previous quarter No

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Is there any change in information of committees compare to previous quarter No

Audit Committee Details

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
----	------------	---------------------------	-------------------------	-------------------------	---------

Nomination and remuneration committee

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
----	------------	---------------------------	-------------------------	-------------------------	---------

Stakeholders Relationship Committee

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
----	------------	---------------------------	-------------------------	-------------------------	---------

Risk Management Committee

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
----	------------	---------------------------	-------------------------	-------------------------	---------

Corporate Social Responsibility Committee

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
----	------------	---------------------------	-------------------------	-------------------------	---------

Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
----	------------	---------------------------	-------------------------	-------------------------	-------------------------	---------

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	10-11-2017		
2		09-02-2018	90

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	09-02-2018	Yes	2	10-11-2017	90	
2	Stakeholders Relationship Committee	09-02-2018	Yes	2	10-11-2017	90	

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes

5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	SUMEER NARAIN MATHUR
2	Designation	Company Secretary and Compliance Office

Text Block

Textual Information(1)	<p>The composition of Board of Directors is in compliance of the terms of SEBI(LODR), Regulations,2015 , except the requirement of woman director .The company has woman director till 11.11.2017, however due to her resignation the post become vacant w.e.f 11.11.2017.</p> <p>The board of directors of the company are searching for a suitable candidate for the post of woman director and will appoint the same at the earliest.</p>
------------------------	--

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.wellesleycorp.com
2	Terms and conditions of appointment of independent directors	Yes		www.wellesleycorp.com
3	Composition of various committees of board of directors	Yes		www.wellesleycorp.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.wellesleycorp.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.wellesleycorp.com
6	Criteria of making payments to non-executive directors	Yes		www.wellesleycorp.com
7	Policy on dealing with related party transactions	Yes		www.wellesleycorp.com
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.wellesleycorp.com

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.wellesleycorp.com
11	email address for grievance redressal and other relevant details	Yes		www.wellesleycorp.com
12	Financial results	Yes		www.wellesleycorp.com
13	Shareholding pattern	Yes		www.wellesleycorp.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
----	-------------	-------------------	-------------------------------	--

1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	No	The composition of Board of Directors is in compliance to the terms of SEBI (LODR), Regulations,2015, except the requirement of woman director.
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	

13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
20	Approval for material related party transactions	23(4)	NA	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	

24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided		Textual Information(1)	

Text Block

Textual Information(1)	<p>The composition of Board of Directors is in compliance of the terms of SEBI(LODR), Regulations,2015 , except the requirement of woman director .The company has woman director till 11.11.2017, however due to her resignation the post become vacant w.e.f 11.11.2017.</p> <p>The board of directors of the company are searching for a suitable candidate for the post of woman director and will appoint the same at the earliest.</p>
------------------------	--

Annexure II

1	Name of signatory
2	Designation

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Annexure II

1	Name of signatory	SUMEER NARAIN MATHUR
2	Designation	Company Secretary and Compliance Office

Signatory Details

Name of signatory	SUMEER NARAIN MATHUR
Designation of person	Company Secretary and Compliance Office
Place	NEW DELHI
Date	07-04-2018