



Corp Off: A-41, Mohan Cooperative Industrial Estate, New Delhi-110044
Regd Off: Shop No # 1, Country Inn, Mehraoan ,Bhimtal, Uttarakhand-248179
Corporate Identity Number: L45202UR1991PLC000604 **Email:** cs@wellesleycorp.com
Telephone no: 011-71546500/ **Website:** www.wellesleycorp.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

To the members of the Company,

NOTICE is hereby given that the resolution set out below are proposed to be passed by the members of Wellesley Corporation Limited ("the Company") by means of Postal Ballot including Electronic Voting(e-voting), pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

The Explanatory Statement pursuant to Section 102(1), 110 and other applicable provisions, if any, of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company have appointed Loveneet Handa, Practicing Company Secretary (Membership No. FCS 9055) as Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer not later than the close of working hours, that is, **5:00 p.m. on Monday, January, 17 2022. Postal Ballot Forms received after 5:00 p.m. on Monday, January, 17 2022** will be treated as 'invalid'. Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice. Members desiring to opt for the e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder.

The Scrutinizer will submit his report to the Managing Director/ Company Secretary of the Company after the completion of scrutiny, and the results of voting by means of Postal Ballot (including voting through electronic means) will be announced on or before **Wednesday, 18 January, 2022**, at the Registered Office of the Company and also by placing the same on the Company's website: www.wellesleycorp.com and on the website of RTA Agent, i.e. Skyline Financial Services Private Limited. The results will simultaneously be communicated to the BSE.

SPECIAL BUSINESS FOR APPROVAL OF THE PROPOSED CHANGE OF NAME OF THE COMPANY FROM WELLESLEY CORPORATION LIMITED TO ESPIRE HOSPITALITY LIMITED:

To pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

TO CHANGE THE NAME OF THE COMPANY

"RESOLVED THAT pursuant to section 13, 4 and 14 of the Companies Act, 2013, Companies (Incorporation) Rules, 2014 and other applicable provisions and rules, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force), regulations 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approvals of the central government, regulatory authorities, the existing name of the Company be changed from **"WELLESLEY CORPORATION LIMITED"** to **"ESPIRE HOSPITALITY LIMITED"**.

"RESOLVED FURTHER THAT the name **"Wellesley Corporation Limited"** wherever appearing in the Memorandum and Articles of Association and other documents etc. be substituted by the new name **"Espire Hospitality Limited"**.

"RESOLVED FURTHER THAT Mr. Sumeer Narain Mathur, CFO, Company Secretary and Compliance Officer (Membership No: FCS9042), of the company as delegated by the Board, be and is hereby authorised on behalf of the Board for making

application for change of name, filing of necessary forms with the Ministry of Corporate Affairs, Registrar of Companies, Stock Exchanges, make the necessary application to the Central Government for the approval of the aforesaid name and to do all such acts, deeds, things and matters on behalf of the Company as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty, doubt that may arise in this regard and further to sign and execute documents, forms, applications and writings as may be necessary, proper, desirable or expedient to give effect to this resolution without being required to seek any further consent or approval of the shareholders of the Company.”

“RESOLVED FURTHER THAT any one of the Directors or Company Secretary be hereby authorized to certify a copy of this resolution and furnish to all such authorities as may be necessary.”

**By order of the Board of Directors
For Wellesley Corporation Limited**

Sumeer Narain Mathur
CFO, Company Secretary and Compliance Officer ICSI Membership No. – FCS9042
December,15, 2021, New Delhi

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

Item No. 1

TO CHANGE NAME OF THE COMPANY FROM WELLESLEY CORPORATION LIMITED TO ESPIRE HOSPITALITY LIMITED

The company is a group company of ESPIRE GROUP which have various other companies having common first name “ESPIRE” accordingly the name is proposed to this company also, to look alike a group entity of the **ESPIRE**.

Being a group company, having common promoter director Mr. Amit Rai the company wants to change its name to “**ESPIRE HOSPITALITY LIMITED**.”

Further “ESPIRE” is a registered trade mark of Espire Infolabs Private Limited which is Group Company having common directors Mr. Amit Rai & Mr. Gagan Oberoi and the company already got their NOC for using the word ESPIRE in the name of the company.

Since the company is dealt in the Hotels and Real Estate sector, changing the name will prominently reflect the main activities of the company.

This change of name marks the new phase of our development and evolution and we are looking forward to making our vision a reality.

Ministry of Corporate Affairs, Office of the Registrar of Companies, Uttarakhand has given its no objection in the availability of the changed name **Espire Hospitality Limited**.

The proposed change of name of the Company as aforesaid does not change the legal status or constitution of the Company, nor does it affect any rights or obligations of the Company. Accordingly, the consent of the Members by way of Special Resolution is being sought for change of name of the company from Wellesley Corporation Limited to Espire Hospitality Limited

The Board of Directors is of the Opinion that the proposed change of name is in the interest of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives in any way deemed to be concerned or interested in this special resolution as set out in the notice.

The Board recommends the resolution as set out in the Notice for approval of the shareholders. As required by the Regulation 45(3) of SEBI(Listing Obligations & Disclosure Requirements), Regulations, 2015 a certificate from a practicing Chartered Accountant stating compliance with conditions provided in sub-regulation (1) is enclosed to the notice as **Annexure:I**

Notes:

- 1.** A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
- 2.** The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the members who have registered their e-mail addresses with the Company Registrars and Transfer Agents of the Company (in case of physical shareholding) / with their Depository Participants (in case of electronic shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to members whose e-mail addresses are not registered, by permitted mode along with a self - addressed postage pre-paid Business Reply Envelope.
- 3.** Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/ beneficial owner (in case of electronic shareholding) as on **Friday, 10th December,2021**

4. Members who have received this Postal Ballot Notice by email and who wish to vote through physical Postal Ballot may download the Postal Ballot Form attached to the e-mail or from the "Investor Area" section on the Company's website: www.wellesleycorp.com where this Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form to Scrutinizer so as to reach the on or before 5:00 p.m. (IST) on **Monday 17th January, 2022**.
5. Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically and has engaged the services of **National Securities Depository Limited, (NSDL)** as the agency to provide e-voting facility. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
6. During the voting period, members can login to NSDL's voting platform any number of times till they have voted on all the resolutions. Once the vote on a resolutions cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
7. Members can opt for only one mode of voting, that is, either by physical Postal Ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot will be treated as "INVALID".
8. The e-voting period commences on Sunday, December, 19, 2021 at 9:00 a.m. (IST) and ends on Monday, 17, 2022 at 5:00 p.m. (IST). During this period, members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, that is, on Friday, 10th December, 2021, may cast their vote electronically.
9. The resolution, if approved by requisite majority, shall be deemed to have been passed on the last date of voting, that is, **17th January, 2022**
10. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
11. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
12. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Information and instructions relating to voting through Physical Postal Ballot Form

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the Assent (FOR) or Dissent (AGAINST), in the enclosed self-addressed postage pre-paid envelope, addressed to Scrutiniser, **Mr. Loveneet Handa, M/s Loveneet Handa & Associates Company Secretary in Practice, Address** : Office no:201, S.F Park View Complex , Park View Plot No:48, Hasanpur, I.P Extn, Patparganj, Delhi-110092 Tel.: +91 9818664478 Email id: loveneet.cs @gmail.com

- (i) so as to reach the Scrutinizer, not later than close of working hours that is, 5:00 p.m. (IST) **Monday, 17th January, 2022** to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.
- (ii) Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
- (iii) Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form.

Information and instructions relating to voting through e-Voting

Note : Please read the instructions carefully before exercising your vote.

Facility to exercise vote(s) by means of Postal Ballot, including voting through e-voting will be available during the following period:

Commencement of voting	End of voting
From 9:00 a.m. (IST) on Sunday, 19 th December, 2021	Up to 5:00 p.m. (IST) on Monday, 17 th January, 2022

The voting will not be allowed beyond 5:00 p.m. (IST) on Monday, 17th January, 2022 and the e-voting shall be disabled by NSDL upon expiry of the aforesaid date and time.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

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: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="641 699 1347 1081">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<li data-bbox="641 1087 1347 1228">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="641 1234 1347 1690">3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<li data-bbox="641 1696 1347 1785">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to 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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders 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 to 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
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.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 loveneet.cs@ihacorp.in 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.nsdl.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.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@welleseycorp.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@welleseycorp.com .If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS:

1. If a member exercises voting rights through voting by electronic means (“e-voting”), the Postal Ballot Form need not be sent to the Company.
2. A member desirous for exercising vote by physical Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid Business Reply Envelope. Postage will be borne by the Company.
3. A member may vote through e-voting as per “Information and Instructions relating to e-voting” provided in the Postal Ballot Notice sent herewith.
4. The Postal Ballot Form should be completed and signed by the member as per the specimen signature registered with the Company. In case of joint holding, the same should be completed and signed by the first-named member and in his / her absence, by the next-named member.
5. Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.)opting for physical Postal Ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form.
6. The consent must be accorded by recording the assent in the column “FOR” and dissent in the column “AGAINST” by placing a tick mark (☑) in the appropriate box.
7. The vote(s) of a member will be considered invalid inter alia on any of the following grounds:
 - a. Postal Ballot Form other than one issued by the Company is used;

- b. if the member's signature does not tally;
 - c. if the member has put a tick mark (☑) in both the columns, that is, for "Assent" and also for "Dissent" to the resolution in such manner that the aggregate shares voted for "Assent" and "Dissent" exceed the total number of shares held;
 - d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - e. if the member has made any amendment to the resolution or imposed any condition while exercising his vote;
 - f. if the Postal Ballot Form is received torn or defaced or mutilated;
 - g. any competent authority has given directions in writing to the Company to freeze the voting rights of the member.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member / beneficial owner (in case of electronic shareholding) as on **10th December, 2021**
9. A member may request for a duplicate Postal Ballot Form, if so required, from Skyline Financial Services Limited having its address at: D-153/A, Okhla Phase-1, New Delhi-110044 or at Company's Registered Office Address. However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than 5:00 p.m. **(IST) Monday, 17th January, 2022.**
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid Business Reply Envelopes. Any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not act on the same.

CONTACT DETAILS FOR ANY QUERIES/GRIEVANCES:

In case you have any queries or issues in regards to E-Voting, the members may refer the Frequently Asked Questions (FAQs) and E-Voting manual available at "www.evotingindia.com" under help Section or alternatively, members may also contact the following officials responsible to address any Queries/Grievances in regards to E- Voting:

Company	M/s Wellesley Corporation Limited Corp Office:A-41, Mohan Cooperative Industrial Estate, New Delhi-110044 E-mail : cs@wellesleycorp.com Phone : 011-71546500 Website www.wellesleycorp.com CIN:L45202UR1991PLC000604
Registrar and Share Transfer Agent	Skyline Financial Services Private Limited D-153/A, 1ST Floor Phase-I, Okhla Industrial Area, New Delhi-110020 Phone number: 011-41044923 Fax: 011-26812682 E-mail: investor@skylinerta.com .
E-voting Agency	National Securities Depositories Limited Email id: evoting@nsdl.co.in
Scrutinizer	CS Loveneet Handa , Practicing Company Secretary Office no:201, S.F Park View Complex , Park View Plot No:48, Hasanpur, I.P Extn, Patparganj, Delhi-110092 Tel.: +91 9818664478 Email id: loveneet.cs@gmail.com

To,
BSE Limited

Corporate Relationship
Department, 1st Floor, New
trading Ring, Rotunda
Building, P J Towers,
Dalal Street, Fort, Mumbai – 400 001

Subject: Auditors Certificate for change of name of Wellesley Corporation Limited

Dear Sir,

With reference to the application for BSE Approval on change of Name of the company from Wellesley Corporation Limited to Espire Hospitality Limited and with reference to Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements), 2015.

We hereby confirm and certify that the Company has complied with following conditions as mentioned in sub-regulation (1) of Regulation 45 of SEBI LODR Regulation, 2015.

1. a time period of at least one year has elapsed from the last name change; *The Company has last changed its name in the year 2011 from Usha Housing Development Company Limited to Wellesley Corporation Limited.*
2. at least fifty percent. of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name; *Not applicable since there is no change in the activity/project of the Company.*
3. the amount invested in the new activity/project is atleast fifty percent of the assets of the listed entity; *Not applicable since there is no change in the activity/project of the Company.*

Yours Faithfully

For Bansal & Co. LLP

Firm Regn. No. 001113N/N500079
Chartered Accountants

Siddharth Bansal
Partner

Membership No.: 518004
Place: New Delhi

Date: December 14, 2021
UDIN: 21518004AAAAGV8900



CORPORATION LIMITED

Reg Office:Shop#1, Country Inn, Mehragaon, Bhimtal, Uttarakhand-248179

Corporate Office:A-41, Mohan Cooperative Industrial Estate, New Delhi-110044

T:011-71546500,E:info@wellesleycorp.com,W:www.wellesleycorp.com CIN:L45202UR1991PLC000604

Serial No: _____

POSTAL BALLOT FORM
(To be returned to the Scrutinizer)

Name of the Shareholder(s) (IN BLOCK LETTERS) (Including joint holders, if any)	
Address of the Sole/First named shareholder as registered with the company	
Registered Folio No./ Client ID No./ DP. ID. No. (*Applicable to investor holding shares in dematerialized form)	
Number of Share Held	

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through poll for the business stated below by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Resolution No. 1	Special Resolution to Change name of the company from Wellesley Corporation Limited to Espire Hospitality Limited			

Place:

Date:

(Signature of the shareholder/proxy)

The Company is pleased to offer all its Members, e-Voting facility as an alternative mode for casting their votes electronically, instead of sending the postal ballot forms to the Scrutinizer. However, e-Voting is optional.

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	Password/PIN

The postal Ballot Form shall reach the Scrutinizer on or before 17th January,2022 Please note that any Postal Ballot Form(s) received after that date and time will be treated as not having been received .

Please read the Instructions before filling the ballot

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or post at the expense of the Member will also be accepted.
2. The Form should be completed and signed by the Member, as per the specimen signature registered with the Company/Depository Participants. In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
3. Duly completed Postal Ballot Form should reach on or before the close of working hours on Monday , 17th January, 2022. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member has not been received.
4. There will be only one Postal Ballot Form for every folio/demat account irrespective of the number of joint holder(s).
5. In case of shares held by Companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/Authority Letter.
6. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
7. A Member need not use all the votes or cast all the votes in the same way.
8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
9. The Company is pleased to offer E-voting facility as an alternate, for all the Members of the Company enable them to cast their votes electronically instead of despatching Postal Ballot Form. E-voting is optional. The detailed procedure for E-voting is enumerated in the Notes to the Postal Ballot Notice.
10. A Member may request for duplicate Postal Ballot Form from the Company at its Corporate Office at A-41, Mohan Cooperative Industrial Estate, New Delhi-110044 or download the same from the Company's website www.wellesleycorp.com