

Corporate Office : B -210, Ansal Chamber - 1, Bhikaji Cama Place, New Delhi - 110066 Tel : 011- 26184535, 26184411 Fax : 011-26193448 Email : info@wellesieycorp.com Website : www.wellesieycorp.com CIN No .: L45202UR1991PLC000604

Date: 29/08/2019 To, BSE Limited Corporate Relationship Department, 1<sup>st</sup> Floor, New trading Ring, Rotunda Building, P J Towers, Dalal Street, Fort, Mumbai – 400 001

#### Code/Symbol:532016/Wellesley

Subject:Regulation 30(2) & 44(3) of the (Listing Obligations & DisclosureRequirements) Regulations, 2015 along with scrutinizer report.

Dear Sir,

Please be informed that the 28<sup>th</sup>Annual General Meeting of the company was held on 28<sup>th</sup>August,2019 at 10:00 A.M at Mehfil-3 Hall at Country Inn, Bhimtal, Mehragaon, Uttarakhand and the business mentioned in the Notice dated 06<sup>th</sup> July,2019 were transacted.

In this regard, please find enclosed herewith:-

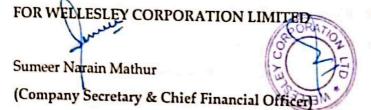
- Summary of Annual General Meeting (AGM) proceedings as required under regulation 30(2) (Listing Obligations & Disclosure Requirements), Regulations, 2015 as Annexure: I
- 2. Voting Results as required under regulation 44(3)(Listing Obligations & Disclosure Requirements), Regulations, 2015 as Annexure-II
- 3. Combined Report of the Scrutinizer dated 28th August,2019 pursuant to Section 108 & 109 of the Companies Act,2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules ,2015 for the E-voting as well as Voting through Poll, conducted at the venue of the AGM as Annexure-III

The meeting was commenced at 10:00 AM and concluded at 11:20 AM.

You are requested to take a note of the same and bring it to the notice of all concerned.

Thanking You

Yours truly



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#### Annexure: 1

## SUMMARY OF PROCEEDINGS OF THE 28TH ANNUAL GENERAL MEETING

- Mr. Saurabh Kedia chaired the proceedings of the Meeting
- The Meeting Commenced at 10:00 A.M sharp. The Chairman welcomed all the members, directors, statutory auditors & secretarial auditors of the company.
- The Chairman thanked the Directors of the company and the members present in the meeting for having spared their valuable time to attend the meeting.
- A total of 14 Members in person & 05 in proxy attended the Meeting as per the attendance record.

As the requisite quorum was present, the meeting was called to order.

- The Chairman drew attention of the members to the Register of Directors u/s 170 of the Companies Act, 2013, Register of Members u/s 88 of the Companies Act, 2013, which were kept open for inspection by any person having the right to attend the meeting.
- The Chairman briefed the members about the performance of the Company and its future prospects.
- The Chairman informed the Members that pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the company had extended the e-voting facility to the members of the company in respect of the business to be transacted at the Annual General Meeting .The e-voting commenced at 09:00 hours on 25<sup>th</sup>August,2019 and ended at 17:00 hours on 27<sup>th</sup>August,2019. Mr. Vijay Kumar Kaul, Practicing Company Secretary of M/s Vijay Kaul and Co, Company Secretaries was appointed as the scrutinizer by the Board for scrutinizing the e voting and poll at the venue of the meeting.
- The chairman informed the Members that the Company has arranged for poll on all the 4 resolutions to be passed at the Meeting.
- The resolutions placed before the members, related to :

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#### ORDINARY BUSINESS

- 1. To receive, consider and adopt the Audited Financial Statements together with the report of Board of Directors and Auditors thereon for the financial year ended on 31 March 2019.
- 2. To appoint a Director in place of Mrs. Sadhana Rai (DIN: 01585720), who retires by rotation and being eligible, offers herself for re-appointment;

#### SPECIAL BUSINESS

- 3. Appointment of Mr. SaurabhKedia (DIN:02476376) as a Director of theCompany.
- 4. Re-appointment of Mr. Vishnu Gopal Rajgarhia (DIN: 00480125) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013

All the resolutions were then put for vote through ballot papers, and Mr. Vijay Kumar Kaul, scrutinizer, was requested to scrutinize the same and present his report on both evoting as well as voting through ballot paper.

After unblocking, the e-voting results and scrutinizing the ballot papers, Mr. Vijay Kumar Kaul, handed over his combined report to the chairman.

The chairman declared that, all the resolutions were passed with requisite majority of shares.

The meeting concluded with a vote of thanks to the Chair at 11:20 AM.

We request you to kindly take the above on record and inform the esteemed members.

Thanking you

Yours faithfully For WELLESLEY CORPORATION LIMITED PO (Sumeer Narain Mathur) Company Secretary & Chief Financial Of

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	ARY	ORDINARY					equired (Ordinary/Special)	Resolution required
			ompany	director of the c	<sup>7</sup> 6376) as a	1 (DIN:0247	Appointment of Mr Saurabh Kedia (DIN:02476376) as a director of the company	ITEM NO:3
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<sup>7</sup> 4	1974						Total number of shareholders on record date	otal number
ust,2019	28th August,2019							Date of AGM

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	0 ()	0	0	0	0	0	0	Postal Ballot (if applicable)	Institutions
	0	0	0	0	0	0	0	Poll	Public
	0	0	0	0	0	0	0	E-Voting	
	0	100	0	10000000	100	10000000	10000000	Total	Group
	0	0	0	0	0	0	0	Postal Ballot (if applicable)	Promoter
	0	100	0	10000000	100	10000000	10000000	Poll	and
	0	0	0	0	0	0	0	E-Voting	Promoter
	(7)=((5/2)*100)	(6)=((4/2)*100)	5	4	(3)=((2/1)*100)	2	1		
	against on	favour on	Votes	Votes in	polled on	votes	Shares		
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	n of five	Independent Director for a second term of five	Director f	dependent		iia (DIN:00) 1e Compani	pal Rajgarh on 149 of th	Re-appointment of Mr. Vishnu Gopal Rajgarhia (DIN:00480125) as an consecutive years,in terms of Section 149 of the Companies Act,2013	ITEM NO:4
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	Not Applicable	Not Ap			54	onfrencing	;h Video C	No of shareholders attended the meeting through Video Confrencing Promoter and Promoter Group	No of shareh
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	1974	19						Total number of shareholders on record date	Total numbe
	28th August,2019	28th Au							Date of AGM
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### Vijay Kaul and Co Company Secretaries

Combined Scrutinizer's Report on Remote E-Voting &Poll Voting Conducted At the28th AGM of Wellesley Corporation Limited

Date: 28th August,2019

To, The Chairman, Wellesley Corporation Limited New Delhi.

Subject:Passing of Resolutions through E-Voting& Voting through Poll pursuant to section 108& 109 of the Companies Act,2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014.

Sir,

Kindly refer to your letter dated 06<sup>th</sup> July,2019, appointing me as scrutinizer to conduct the E-voting/Voting by Poll process for passing the resolutions at this 28<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> August,2019.

Report on Scrutiny:

- The Company (Wellesley Corporation Limited) had appointed M/s National Depository Securities Limited (NSDL) as the service provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company.
- The Service provider had provided a system for recording the votes of the Members electronically on all the items of the businesssought to be transacted in the 28<sup>th</sup> Annual General Meeting (AGM), which was held on 28<sup>th</sup> August,2019.
- The service provider had set up electronic voting facility on their website ,https://evoting.nsdl.com .The company had uploaded all the items of the business to be transacted at the AGM on the website of the Company and its Service Provider to facilate its members to cast their vote through Remote E-Voting.
- The Notices sent (both through email and physical form)contained the detailed procedure to be followed by the Members who are desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration)Rules,2014.
- The cutoff date foridentifying the Members who were entitled to vote on the resolution placed for approval of the Members was Tuesday,20<sup>th</sup> August,2019

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- As prescribed in the aforesaid Rules, the remote E-Voting facility was kept open for three days from Sunday, 25th August, 2019 09:00 hours to Tuesday, 27th August, 2019 17:00 hours.
- At the end of the voting period on 27August,2019 at 17:00 hours, the voting portal
  of the Service Provider was blocked forthwith.
- At the venue of the 28<sup>th</sup> AGM of the company held on 28<sup>th</sup>August,2019,the facility to vote through Ballot Paper had been provided to facilitate those members present in the meeting ,but could not participate in the Remote E-Voting to record their votes.
- After the voting at the AGM concluded,01(One) ballot box which was kept for casting of votes was locked in my presence with due identification marks placed by me. The locked ballot box was subsequently opened in my presence and in presence of two witnesses,Mr. Ravinder Kumar Joshi ,Authorised Representative of M/s P.Saha Infotech Private Limited and Mr.Gokul Belwal, Authorised Representative of M/s High Scale Properties Private Limited and ballot papers were diligently scrunized.The ballot papers were reconciled with the records maintained by the RTA of the Company. All the ballots were found in order and no one was considered as invalid.
- After counting of the votes conducted at the venue of the AGM through ballot paper, the votes cast through Remote -Evoting facility which was duly unblocked by me at the commencement of the meeting as scrutinizer in the presence of Mr. Ravinder Kumar Joshi and Mr. Gokul Belwal who acted as witness, as prescribed in sub rule 4(xii).
- Thereafter, I compiled details of the Remote E-voting carried out by the members and the physical voting done at the venue of the AGM by way of Ballot paper, the details in respect of the following resolutions are as per Annexure: A

## ORDINARY BUSINESS

- To receive, consider and adopt the Audited Financial Statements together with the report of Board of Directors and Auditors thereon for the financial year ended on 31 March 2019.
- 2. To appoint a Director in place of Mrs. Sadhana Rai (DIN: 01585720), who retires by rotation and being eligible, offers herself for re-appointment;

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#### SPECIAL BUSINESS

- 3. Appointment of Mr. SaurabhKedia (DIN:02476376) as a Director of theCompany.
- Re-appointment of Mr. Vishnu Gopal Rajgarhia (DIN: 00480125) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013

All the resolutions mentioned above as per the details provided in the Annexure: A, stand passed under remote evoting and voting conducted at AGM by way of Ballot Papers with the requisite majority and hence deemed to be passed as on the date of the Annual General Meeting.

The ballot papers and all other relevant records relating to e voting and physical voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the chairperson signs the Minutes of AGM.

Thanking You, Yours truly, FOR VIJAY KAUL AND CO

Vijay Kumar Kaul (Proprietor) (FCS no: 2719, COP no: 4722)

Witnesses:

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### Item no :01

1. To receive, consider and adopt the Audited Financial Statements together with the report of Board of Directors and Auditors thereon for the financial year ended on 31 March,2019

# I. Votes in favour of the resolution

Mode of Voting	Number of Members Voted	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	5	228	100.00
Poll at AGM	19	12032052 12032280	100.00
Total Voting	24	12052200	

# **II.Votes against the resolution**

Mode of Voting	Number of Members Voted	Number of votes cast	Percentage of total number of valid votes cast
		0	0
Remote e-Voting	0	0	Ó
Poll at AGM	0	0	0
Total Voting			

III.Invalid votes

Mode of Voting	Number of Members Voted	Number of votes cast	Percentage of total number of valid votes cast
		0	0
Remote e-Voting	0	0	0
Poll at AGM	0	0	0
Total Voting			

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### Item no :02 2. To appoint a director in place of Mrs Sadhana Rai (DIN01585720) who retires by rotation and being eligible, offers herself for re-appointment

### I. Votes in favour of the resolution

Mode of Voting	of Members	Number of votes cast	Percentage of total number of valid votes cast
Remote e-Voting	Voted 5	228	100.00
Poll at AGM		12032052 12032280	1001 001
Total Voting	24	12032200	

# II. Votes against the resolution

Mode of Voting	Number of Members Voted	of votes	Percentage of total number of valid votes cast
P. L. Voling	0	0	-
Remote e-Voting Poll at AGM	0	0	
Total Voting	0	0	•

### III.Invalid votes

Mode of Voting	Number	Number	Percentage of total
	of	of votes	number of valid
	Members	cast	votes cast
	Voted		
Remote e-Voting	0	0	-
Poll at AGM	0	0	-
Total Voting	0	0	

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Item no :03 Appointment of Mr Saurabh Kedia (DIN:02476376) as a director of the company

# I. Votes in favour of the resolution

Mode of Voting		Number	-
	of	of votes	total number of
	Members	cast	valid votes cast
	Voted		
Remote e-Voting	5	228	100.00
Poll at AGM	19	12032052	100.00
Total Voting	24	12032280	100.00

### **II.Votes against the resolution**

Mode of Voting	Number	Number	Percentage of
would of voting	of	of votes	total number of
	Members	cast	valid votes cast
	Voted		
Remote e-Voting	0	0	-
Poll at AGM	0	0	-
Total Voting	0	0	

### III.Invalid votes

Mode of Voting	Number	Number	Percentage of
J	of	of votes	total number of
	Members	cast	valid votes cast
	Voted		
Remote e-Voting	0	0	-
Poll at AGM	0	0	-
Total Voting	100	0	-

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Item no :04

Re-appointment of Mr. Vishnu Gopal Rajgarhia (DIN:00480125) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013

Mode of Val			
Mode of Voting	Number	Number	Percentage of
	of	of votes	total number of
	Members	cast	valid votes cast
	Voted		
Remote e-Voting	5	228	100.00
Poll at AGM	19	12032052	100.00
Total Voting	24	12032280	100.00

# I. Votes in favour of the resolution

**II.Votes against the resolution** 

Mode of Voting	Number	Number	Percentage of
	of	of votes	total number of
	Members	cast	valid votes cast
	Voted		
Remote e-Voting	0	0	-
Poll at AGM	Ó	0	
Total Voting	0	0	-

III.Invalid votes

Mode of Voting	Number	Number	Percentage of
	of	of votes	total number of
	Members	cast	valid votes cast
	Voted		
Remote e-Voting	0	0	-
Poll at AGM	0	0	
Total Voting	0	0	

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