



27<sup>th</sup>  
**ANNUAL REPORT**  
2017-2018



## Forward Looking Statement

*Certain statements in this annual report concerning our future growth prospects are forward-looking statements, which involve a number of risks, and uncertainties that could cause actual results to differ materially from those in such forward-looking statements. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expect', 'plan', 'believe' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, our actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.*

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# Corporate Information

## BOARD OF DIRECTORS

**Mr. Vishnu Gopal Rajgarhia**  
Director (Independent)  
(DIN:00480125)

**Mr. Deepak Jalan**  
Director (Independent)  
(DIN:01610473)

**Mr. Piyush Prakash**  
Director (Independent)  
(DIN:01352769)

**Mrs. Kirti Gupta**  
Director (Independent)  
(DIN:02887259)  
Resigned w.e.f 11<sup>th</sup> November, 2017

**Mr. Gyanendra Prakash**  
Managing Director  
(DIN:01444823)

**Mr. Manoj Gupta**  
Director (Non Executive)  
(DIN:00061630)  
Resigned w.e.f 21<sup>st</sup> September, 2017

## BOARD COMMITTEES

### AUDIT COMMITTEE

**Mr. Vishnu Gopal Rajgarhia**  
Chairman

**Mr. Deepak Jalan**  
Member

**Mrs. Kirti Gupta**  
Member (Resigned w.e.f 11<sup>th</sup> November, 2017)

**Mr. Piyush Prakash**  
Member (Co-opted as member w.e.f 11<sup>th</sup> November, 2017)

### NOMINATION & REMUNERATION COMMITTEE

Mr. Deepak Jalan	Member
Mr. Piyush Prakash	Member (Co-opted as member w.e.f 11 <sup>th</sup> November, 2017)
Mr. Vishnu Gopal Rajgarhia	Member
Mrs. Kirti Gupta	Member Member (Resigned w.e.f 11 <sup>th</sup> November, 2017)

### STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Vishnu Gopal Rajgarhia	Member
Mr. Deepak Jalan	Member
Mr. Piyush Prakash	Member (Co-opted as member w.e.f 11 <sup>th</sup> November, 2017)
Mrs. Kirti Gupta	Member (Resigned w.e.f 11 <sup>th</sup> November, 2017)

### COMMITTEE OF DIRECTORS

Mr. Vishnu Gopal Rajgarhia	Member
Mr. Deepak Jalan	Member
Mr. Piyush Prakash	Member
Mrs. Kirti Gupta	Member (Resigned w.e.f 11 <sup>th</sup> November, 2017)

### RISK MANAGEMENT COMMITTEE

Mr. Vishnu Gopal Rajgarhia	Member
Mr. Deepak Jalan	Member
Mr. Piyush Prakash	Member
Mrs. Kirti Gupta	Member (Resigned w.e.f 11 <sup>th</sup> November, 2017)

### COMPANY SECRETARY & CHIEF FINANCIAL OFFICER

Mr. Sumeer Narain Mathur

### STATUARY AUDITORS

M/s M.K Jain & Co, Chartered Accountants, New Delhi

### BANKERS

ICICI Bank, New Delhi

### REGISTRAR & TRANSFER AGENT

M/s Sky Line Financial Services Pvt Ltd  
D-153-A, 1st Floor, Okhla Industrial area Phase-I, New Delhi-110020  
Tel:91-11-40450193-97 Fax: 91-11-30857562  
Email:admin@skylinerta.com

### REGISTERED OFFICE

Shop# 1, Country Inn, Mehraola, Bhimtal, Uttarakhand 248179

### CORPORATE OFFICE

B-210, Ansal Chamber-I, Bhikaji Cama Place, New Delhi-110066

### INVESTOR EMAIL ID:

investor@wellesleycorp.com

### WEBSITE

www.wellesleycorp.com

### LISTING OF EQUITY SHARES

Bombay Stock Exchange  
(Code/Symbol : 532016/ Wellesley)  
(ISIN:INE176O01011)

**CORPORATE IDENTIFICATION NUMBER: L45202UR1991PLC000604**

## 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: 30<sup>th</sup> 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](http://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.

## DIRECTOR'S REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 27th Annual Report together with the audited Financial Statements of accounts of the Company for the financial year ended March 31, 2018.

### I- FINANCIAL HIGHLIGHTS

The highlights of the financial results of the Company for the financial year ended March 31, 2018 are as under:-

(Figures in Rupees)

Particulars	Year ended 31 <sup>st</sup> March, 2018	Year ended 31 <sup>st</sup> March, 2017
Total Revenue	23,10,234	11,16,922
Total Expenses	22,52,712	21,13,443
Profit before tax	57,522	(9,96,521)
Tax Expenses (including deferred tax)	17,590	(2,88,302)
Total Comprehensive Income for the period	21,669	(7,33,887)
Shareholder Fund's	1,43,76,008	1,43,54,339

### II- REVIEW OF OPERATIONS & BUSINESS UPDATE

#### KEY FINANCIAL HIGHLIGHTS

Your company has recorded revenue of Rs 23.10 lacs in financial year 2017-18 as compared to Rs 11.16 lacs in financial year 2016-17. The Company has earned a net profit of Rs 21,669/- as compared to loss of Rs 7.33 lacs recorded in the last financial year.

To conserve the profits, no amount is carried to reserves. The nature of business remains the same throughout the reported financial year.

### III- FUTURE OUTLOOK

Your Management is exploring the means towards improving the financials of the company as well as overall development of the company.

### IV- DIVIDEND

In view of accumulated losses, the Directors do not recommend any dividend during the year.

### V- PUBLIC DEPOSITS

Your Company had not accepted any Public Deposits under Chapter V of the Act

### VI- CHANGES IN DIRECTORS & KMP

#### Mr. Manoj Gupta

During the year Mr. Manoj Gupta (DIN: 00061630) relinquished his office as the Director of the company with effect from 21st September, 2017.

#### Mrs. Kirti Gupta

During the year Mrs. Kirti Gupta (DIN:02887259) relinquished her office as the Director of the company with effect from 11th November, 2017.

### VII- MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report, as stipulated under Regulation 34(2)(e), of the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, read with Schedule-V is presented in a separate section forming part of the Annual Report.

### VIII- CORPORATE GOVERNANCE REPORT

In terms of Regulation 34 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance along with Compliance Certificate issued by Statutory Auditor's of the Company is attached as **Annexure- 1** and forms integral part of this Report (hereinafter "Corporate Governance Report").

### IX- AUDITORS

#### A-1 STATUTORY AUDITORS

In terms of the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended vide the Companies (Amendment) Act, 2017 and the Companies (Audit and Auditors) Amendment Rules, 2018 respectively, M/s M.K Jain & Co, Chartered Accountants, ((ICAI Firm Regn No:009694N), the auditors of the Company, hold office for a consecutive period of five years until the conclusion of Thirty First (31st) Annual General Meeting of the company to be held for the financial year 2021-22 and their appointment is not required to be ratified each year at Annual General Meeting of the Company. The Auditors have confirmed to the company that they continue to remain eligible to hold office as the Auditors and not disqualified for being so appointed under the Companies Act, 2013, the Chartered Accountants Act, 1949 and the rules and regulations made thereunder.

#### A-2 AUDITORS REPORT

The Report given by the statutory auditors for the financial year 2017-18 on the financial statement of the Company is part of the Annual Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

#### B- SECRETARIAL AUDITORS

The Secretarial Audit was carried out by M/s. Vijay Kaul & Co., Company Secretaries (PCS Registration No. 4722) for the financial year 2017-2018. The Report given by the Secretarial Auditors is annexed as **Annexure – 3** and forms

integral part of this Report. Explanations to their qualifications are as under:

1. *The Company has appointed the present incumbent, who is an MBA (Finance) besides FCS, Company Secretary (CS) as Chief Financial Officer (CFO) also as required under Section 203 of the Companies Act, 2013 read with Rule (8) of Appointment & Remuneration of Managerial Personnel Rules, 2014. We were informed that the company's financial position does not allow keeping two separate persons as CS and CFO.*
2. *The company has come to know vide Bombay Stock Exchange (BSE) public notice no:20170223-44 dated 23rd February, 2017 that BSE has placed the securities of company under the Graded Surveillance Measure (GSM( Stage-0).*
3. *Mrs. Kiriti Gupta, appointed as woman director of the company, has resigned w.e.f. 11.11.2017. The company has not appointed a woman director, in terms of Provisio 2 to Sub Section (1) of Section 149 of the Companies Act, 2013 read with Rule 3 of Companies (Appointment of Directors and Qualifications), Rules 2014, against the vacancy caused by the resignation of Mrs. Kirti Gupta.*

**C- FRAUD REPORTED BY AUDITORS UNDER SECTION 143 (12)**

During the year under review, the Auditors has not reported any fraud under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 sub section 3(ca) of the Act.

**X- PARTICULARS OF LOAN, GUARANTEE OR INVESTMENTS UNDER SECTION 186.**

The company has neither granted nor provided any guarantee or made investment attracting the provisions of section 186 of the Companies Act, 2013.

**XI- MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

The company vide resolutions passed by postal ballots on 14th May, 2018 has amended its main object clause, Memorandum of Association as per Table "A" and Article of Association as per Table "F". The approval by the Registrar of Companies, Kanpur is still awaited.

**XII- INFORMATION PURSUANT TO RULE 8 OF CHAPTER IX OF THE COMPANIES ACT, 2013**

**A) CONSERVATION OF ENERGY**

In absence of any manufacturing activities, no details have been given as required under Section 134 of the Companies Act, 2013 and the rules framed there under.

**B) TECHNOLOGY AND FOREIGN EXCHANGE EARNING ETC**

In absence of any manufacturing activities, no details have been given as required under Section 134 of the Companies Act, 2013 and the rules framed there under.

**C) FOREIGN EXCHANGE EARNING AND OUTGO**

There was no foreign exchange earnings and outgo during the year.

**XIII- DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirements under Section 134(5) of the Companies Act, 2013 with respect to the Directors' Responsibility Statement, it is hereby confirmed:

- a. That in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b. That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for that period.
- c. That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. That the Directors have prepared the annual accounts for the financial year ended March 31, 2018 on a going concern basis.
- e. That the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f. That the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

**XIV- INDEPENDENCE OF INDEPENDENT DIRECTORS**

In pursuance of section 149 (7) of the Companies Act 2013, all the Independent Directors have given the



declaration of their independence complying with the criteria as prescribed in section 149(6) and has been taken on record.

**XV- POLICY ON DIRECTORS, KMP & OTHER EMPLOYEES APPOINTMENT**

The company has already having a nomination and remuneration committee to take care of the appointment of Directors, KMP & other employees and determining their qualifications, attributes ,independence etc.

**XVI- DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY**

The board has laid down a committee of risk management comprising three independent directors to lead the same and to manage the risk involved in the business of the company.

**XVII- DEVELOPMENT AND IMPLEMENTATION OF A POLICY ON CORPORATE SOCIAL RESPONSIBILITY.**

The directors are of the view that at present the company doesn't fall in the category of the specified companies abide by the CSR regulations.

**XVIII- DETAILS OF TRAINING IMPARTED TO INDEPENDENT DIRECTORS**

There has been no specific training programs conducted by the board of directors for the Independent Directors, however sufficient information about the company's business were provided to them in the board meetings itself

**XIX- DETAILS OF VIGIL MECHANISM**

The company has laid down its vigil mechanism called "Whistle Blower Policy" for directors and employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the company's code of conduct or ethics policy. This mechanism also has provision for direct access to the chairperson of the Audit Committee Mr. Vishnu Gopal Rajgarhia in appropriate or exceptional cases.

**XX- EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS**

Pursuant to the provisions of the Companies Act, 2013 read with the Rules issued thereunder, Regulation 17(10) of the Listing Regulations and the circular issued by SEBI dated 5th January, 2017 with respect to Guidance Note on Board Evaluation, the evaluation of the annual performance of the Directors/Board/ Committees was carried out for the financial year 2017-18. The details of the evaluation process are set out in the Corporate Governance Report which forms a part of this report.

**XXI- INFORMATION PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 4 & 5 OF THE COMPANIES APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL RULES 2014**

A detailed disclosure of the information as required is attached herewith in the board report as **Annexure: 4.**

**XXII- EXTRACT OF THE ANNUAL RETURN**

Extract of the Annual Return in form MGT-9, as stipulated under section 134 of the Companies Act, 2013, is annexed at the end of the Board Report as **Annexure: 5.**

**XXIII-DETAILS OF SUBSIDIARIES, JV OR ASSOCIATES ENTERED/CEASED DURING THE YEAR**

During the year no Joint Venture Agreement, Subsidiary or associate joined /ceased with the company.

**XXIV- DETAILS OF BOARD MEETINGS.**

During the year, four meetings of Board, four meetings of the Audit Committee, four meetings of the Stakeholders Relationship Committee, and one meeting of Nomination & Remuneration Committee were convened and held. One meeting of Independent directors was also held. The details are covered in the Corporate Governance report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

**XXV- PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED IN SUB SECTION 188(1) OF THE COMPANIES ACT, 2013.**

The details are mentioned in form AOC-2 and annexed with this board report as **Annexure: 6**

**XXVI- APPRECIATION**

The Board desires to place on record its grateful appreciations for the excellent assistance and co-operation received from the State Government and continued support extended to the Company by the bankers, investors, vendors and esteemed customers and other business associates/institutions. Your Directors also wish to place on record their sincere thank and infinite appreciations to all the employees of the Company for their unstinted commitment and continued contribution in the performance of the Company.

**For and on behalf of the Board of Directors**

**Director:** Vishnu Gopal Rajgarhia

**Din:** 00480125

**Address:** C-740, New Friends Colony,  
New Delhi - 110065

**Managing Director:** Gyanendra Prakash

**Din:** 01444823

**Address:** House no:749, Sector-15,  
Vasundhara, Ghaziabad-201012

Place : New Delhi  
Date:30<sup>th</sup> May, 2018

## **The MANAGEMENT DISCUSSION & ANALYSIS REPORT**

The The management of Wellesley Corporation Limited is pleased to present its analysis report on its performance and future outlook.

### **Industry structure & developments.**

#### **A strengthening year "2017-2018".**

This year has been a year of strengthening the Indian Real Estate sector. The implementation of GST and RERA has shape up this unorganized sector into a transparent & accountable sector.

A new public private partnerships (PPP) policy with eight PPP options has been unveiled by the Ministry of Housing and Urban Affairs, Government of India, to push for investments in the affordable housing segment. Housing for All by 2022 - Under the Sardar Patel Urban Housing Mission, 30 million houses will be built in India by 2022, mostly for the economically weaker sections and low- income groups, through public-private-partnership (PPP) and interest subsidy. The Government's efforts to boost "affordable housing" by conferring "infrastructure status" to this segment and announcing various tax incentives will continue to attract more prominent developers to this category.

The Government of India has relaxed the norms to allow Foreign Direct Investment (FDI) in the construction development sector and Township. These relaxed norms are great boost to increase the flow of FDI into Indian real estate sector.

The Indian real estate market is expected to touch \$ 180 billion by 2020. The housing sector alone contributes 5-6 per cent to the country's Gross Domestic Product (GDP).

### **Opportunities & Threats**

#### **Opportunities**

With the emergence of Real Estate Regulation Act, 2017 (RERA) this unorganized sector is now become an organized sector and the RERA Authority is proving as a commanding force to curbe the wrong doers and ensuring timely delivery to the home buyers. Further "Goods & Service Tax" (GST) is also making the real estate sector more organized and transparent .

#### **Threats**

The Real Estate Sector is still going under slowdown phase, further few large developers with a pan-India presence are dominating the market.

#### **Outlook**

As the company has expended its objects and looking forward to exploring the opportunities in Hotel Industry also, your Management is confident that the financials of the company will start improving gradually.

Further, your Management is observing signs of recovery in the real estate market too as the triple effects of demonetization, RERA and GST have begun to shape up the sector with new standards of delivery, accountability and transparency.

#### **Risk & Concerns**

Investment in new segment with the current financial position of the company is a matter of great concern.

#### **Segment –wise or product wise performance**

There is no reportable segment as per IND AS-108, Real Estate Services" is the main activity of the company during the year, therefore no segment wise disclosures are required.

#### **Internal Control Systems & their adequacy**

The company has placed adequate and effective system of internal controls, which are wisely commensurate with the nature of business and its scale of operations. Reviews of the audit plans, significant audit findings, adequacy of internal controls, compliance with accounting standards including any changes in that is a regular course of action of the company's Audit committee. The Statutory Auditors of the Company have also, in their report to members for the financial year ended on 31st March 2018, confirmed the adequacy of internal control system of the Company.

#### **Discussion on financial performance with respect to operational performance**

The Financial Statement for the financial year ended on 31st March, 2018 have been prepared in compliance of the provisions of the Companies Act, 2013 and applicable Indian

Accounting Standards issued by the Institute of Chartered Accountants of India (Ind AS). The Board of Directors accepts the integrity and objectives of these financial statements.

Your company has recorded revenue of Rs 23.10 lacs in financial year 2017-18 as compared to Rs 11.16 lacs in financial year 2016-17. The Company has earned a Net profit of Rs 0.22 lacs compared to loss of Rs 7.33 lacs recorded in the last financial year.

#### **Material Development in Human Resources**

The company recognizes the fact that manpower is the most vital resource for the real estate sector. The company ensures that its employees are provided the best working environment and compensated with attractive remunerations. Beyond rewarding employees with attractive remunerations, the company constantly endeavours to create more conducive work environment. Employees are encouraged to be innovative and involved to pursue their

goals which are allied with the larger interest of the company. Since the operations of the company are not going on large scale presently, therefore, only two employees are employed by the company.

#### **For and on behalf of the Board of Directors**

**Director:** Vishnu Gopal Rajgarhia

**Din:** 00480125

**Address:** C-740, New Friends Colony,  
New Delhi - 110065

**Managing Director:** Gyanendra Prakash

**Din:** 01444823

**Address:** House no:749, Sector-15,  
Vasundhara, Ghaziabad-201012

Place : New Delhi  
Date:30<sup>th</sup> May, 2018

## CORPORATE GOVERNANCE REPORT

1. The corporate governance policy of Wellesley Corporation Limited (WCL) encompasses the simple tenets of integrity, transparency and fairness in whatever the company does and what it basically aims at achieving is a complete adherence to the applicable statutes while at the same time ensuring a complete commitment to values and the highest ethical standards in every facet of its operations and in each of the functional areas. This, in turn, ensures that best in the class concept of corporate governance practices become a way of life in the Company.

In line with the nature and size of operations of the Company, the Corporate Governance framework in WCL is based on the following main principles:

- Constitution of a Board of Directors of appropriate composition, size, varied experience and commitment to discharge their responsibilities and duties.
- Transparency and independence in the functions of the Board.
- Ensuring timely flow of information to the Board and its Committees to enable them discharge their functions effectively.
- Independent verification and assured integrity of financial reporting. Timely and balanced disclosure of all material information related to

the Company to all stakeholders and protection of their rights and interests.

- A sound system of risk management and internal control.
- Compliance with applicable laws, rules and regulations in letter and spirit

## 2. BOARD OF DIRECTORS:

### (A) Composition & category of the Board

The Board of Directors in WCL has been constituted in a manner which ensures appropriate mix of executive, non-executive and independent directors to ensure proper governance and management. The Board members have collective experience in diverse fields like construction, finance, architecture, human resources & hospitality.

As on March 31, 2018, the Board consist four directors, 03 of them are non executive & one executive. Out of four directors, three Directors are Independent Directors and one Managing Director. The details of various directors on the Board of the Company, the nature of their directorships, the number of directorships held by them in other companies and also the number of committee memberships or chairmanships held by them in other companies (including the company )as on March 31, 2018, is depicted in the table given below

Sl. No.	Name of the Director	Category of Directorship	No of Directorships in other companies	No of Memberships /chairmanships in Board /committees of other companies (including theCompany)	
				Member	Chairman
1.	Mr. Gyanendra Prakash	Executive Director (Managing Director)	3	0	0
2.	Mr. Deepak Jalan	Non Executive Independent Director	2	5	0
3.	Mr. Vishnu Gopal Rajgarhia	Non Executive Independent Director	5	5	1
4.	Mr. Piyush Prakash	Non Executive Independent Director	3	5	0
5.	Mr. Manoj Gupta*	Non Executive	1	0	0
6.	Mrs. Kirti Gupta**	Non Executive Independent Director	1	4	0

\*Resigned from the board w.e.f 21st September,2017.

\*\*Resigned from the board w.e.f 11th November,2017.

**(B) Details of Board Meetings and the last Annual General Meeting and attendance record of Directors thereat**

During the FY 2017-18, the Board of WCL met 4 (Four) times. The dates of the Board meetings were 24th May, 2017, 15th July, 2017, 10th November, 2017 & 09th February, 2018. One more meeting on 31st March, 2018 was held of the Independent Directors of WCL.

The last Annual General Meeting (AGM) of the Company was held on 08th September, 2017.

A table depicting the attendance of Directors at various Board Meetings and the AGM held during financial year 2017-18, is given below:-

S.No	Name of the Director	No of Board Meeting Attended	Attendance at the last AGM
1.	Mr. Gyanendra Prakash	4	Yes
2.	Mr. Deepak Jalan	3	No
3.	Mr. Piyush Prakash	4	No
4.	Mr. Manoj Gupta*	2	No
5.	Mr. Vishnu Gopal Rajgarhia	3	Yes
6	Mrs. Kirti Gupta **	3	Yes

*\*\*Resigned from the board w.e.f 21st September, 2017.*

*\*\*Resigned from the board w.e.f 11th November, 2017.*

**(c) Disclosure of relationship between director's inter-se:-**

All the directors, except the Managing Director, are independent directors and there is no inter-se relation exists between any of them.

**(d) Number of shares and convertible instruments held by non-executive directors:-**

None of the non executive directors held any shares or convertible instruments of the company.

**(e) Website link where the details of familiarization programs imparted to independent directors is disclosed**

There has been no specific training programs conducted by the board of directors for the Independent Directors, however sufficient information about the company's business were provided to them in the board meetings itself

**3. COMMITTEES OF THE BOARD**

The Board constituted committees namely, Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee & Committee of Directors to act in accordance with the terms of reference determined by the Board. Meetings of each of these Committees are convened by the respective Chairman. Matters requiring Board's attention/approval are

placed before the Board. The role, the composition of these Committees including the number of meetings held during the financial year 2017-18 and the related attendance detail are provided hereunder.

**(A) Audit Committee**

The composition of the Audit Committee is in alignment with provisions of Section 177 of the Companies Act, 2013 read with the Rules issued thereunder and Regulation 18 of the Listing Regulations. The members of the Audit Committee are financially literate and have experience in financial management.

During the financial year 2017-18, the Audit Committee met four times. The dates of the meetings being were 24th May, 2017, 15th July, 2017, 10th November, 2017 & 09th February, 2018

The composition of the Audit Committee of the Board of Directors of the Company along with the details of the meetings held and attended during the financial year ended March 31, 2018 is detailed below:

Name of Member	Designation	No of Meeting held	No of Meeting Attended
Mr. Vishnu Gopal Rajgarhia	Chairman	4	3
Mr. Deepak Jalan	Member	4	3
Mrs. Kirti Gupta*	Member	3	3
Mr. Piyush Prakash**	Member	1	1

*\*Resigned from the board w.e.f 11th November, 2017.*

*\*\* Appointed as the member of the committee by the Board of director in their meeting held on 10th November, 2017 due to resignation of Mrs. Kirti Gupta.*

Mr. Sumeer Narain Mathur, Company Secretary & Chief Financial Officer, acts as the Secretary to the Audit Committee.

The terms of reference of the Audit Committee, inter-alia, include:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval with particular reference to :-
  - a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;

- b. changes, if any, in accounting policies and practices and reasons for the same;
  - c. major accounting entries involving estimates based on the exercise of judgment by management;
  - d. significant adjustments made in the financial statements arising out of audit findings;
  - e. compliance with listing and other legal requirements relating to financial statements;
  - f. disclosure of any related party transactions;
  - g. modified opinion(s) in the draft audit report;.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
  6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
  7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
  8. Approval or any subsequent modification of transactions of the company with related parties; Scrutiny of inter-corporate loans and investments;
  9. Scrutiny of inter-corporate loans and investments;
  10. Valuation of undertakings or assets of the company, wherever it is necessary;
  11. Evaluation of internal financial controls and risk management systems;
  12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems; Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official
  13. Heading the department, reporting structure coverage and frequency of internal audit;
  14. Discussion with internal auditors of any significant findings and follow up there on;
  15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
  16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as

well as post-audit discussion to ascertain any area of concern;

17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate;

**(B) Nomination & Remuneration Committee**

The role of the Nomination and Remuneration Committee is governed by its Charter and its composition is in compliance with the provisions of Section 178 of the Companies Act, 2013 read with the Rules issued thereunder and Regulation 19 read with Part D of Schedule II of the Listing Regulations.

During the financial year, only one meeting was held on 24th May,2017 & no other meeting of the Committee was held during the financial year.

The composition of the Nomination and Remuneration Committee of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year 2017-18 is detailed below:

<i>Name of Member</i>	<i>Designation</i>	<i>No of Meeting held</i>	<i>No of Meeting Attended</i>
Mr. Deepak Jalan	Member	1	1
Mr. Piyush Prakash	Member	1	1
Mrs. Kirti Gupta*	Member	1	1
Mr. Vishnu Gopal Rajgarhia**	Member	N.A	N.A

\*Resigned from the board w.e.f 11th November,2017.

\*\* Appointed as the member of the committee by the Board of director in their meeting held on 10th November, 2017 due to resignation of Mrs. Kirti Gupta.

Mr. Sumeer Narain Mathur, Company Secretary, acts as the Secretary to the Nomination & Remuneration committee.

**Terms of reference**

The terms of reference of Nomination & Remuneration Committee, inter-alia, include:

1. Formulation of the criteria for determining qualifications, positive attributes and Independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.

2. Formulation of criteria for evaluation of Independent Directors and the Board.
3. Devising a policy on Board diversity.
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria lay down, and recommend to the Board their appointment and removal.
5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

**I- Policy for appointment and removal of Director, KMP and Senior Management**

**1. Appointment criteria and qualifications**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board for his/her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

**2. Term / Tenure**

- a) **Managing Director/Whole-time Director:**  
The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- b) **Independent Director:**
  - An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
  - No Independent Director shall hold office for more than two consecutive terms of five years each, but such Independent Director shall be eligible for Appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

- At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

**3. Removal**

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

**4. Retirement**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board has the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**5 Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:**

**a) Fixed pay:**

The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Nomination & Remuneration Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Nomination & Remuneration Committee and approved by the shareholders and Central Government, wherever required.

**b) Minimum Remuneration:**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

**c) Provisions for excess remuneration:**

If any Managing Director /Whole Time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the

prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.

The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

**6 Remuneration to Non- Executive / Independent Director:**

- a) **Sitting Fees:** The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof.
- b) **Stock Option:** Independent Director shall not be entitled to any stock option of the Company.

**7 Details of Directors' Remuneration**

- (i) **Remuneration of Executive Director** The table given below specifies the details of remuneration package of Executive Directors and their relationship with other Directors on the Board:

(Rupees per Annum)

Name of the Director	Relationship with other directors	Salary & Allowances	Monitory Value of Perquisites	Total
Mr. Gyanendra Prakash *	None	2,40,000	Nil	2,40,000

**Notes:**

1. Components of the salary includes the Basic salary, House rent allowance as per the Company rules.
2. The terms and conditions of service of Executive Directors are contractual in nature and are governed by applicable rules and policy of the Company.
3. All the components of salary are fixed in nature and there is no variable component.
4. There are no stock option has been given/exercise by the Executive directors.

**(ii) Remuneration of Non-Executive Independent Directors**

Non-Executive Independent Directors have been paid only sitting fees during the financial year 2017-18 as mentioned in their terms of appointment placed on the website of the company.

**II- Board Level Performance Evaluation**

Listing Regulations mandate the Board of listed companies to monitor and review the Board Evaluation framework. The Companies Act, 2013 read with the Rules issued thereunder further provides that a formal annual evaluation needs to be made

by the Board of its own performance and that of its Committees and individual Directors. The Schedule IV of the Companies Act, 2013 read with the Rules issued thereunder states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated. After taking into consideration the Guidance Note on Performance Evaluation of Board dated 5th January, 2017 published by SEBI, controlled evaluations forms were finalized to evaluate the performance of the Board, Committees of the Board and individual performance of each Director including the Chairman.

The process for performance evaluation is as under:-

- Committee of Independent Directors evaluates the performance of Non Independent Directors and the Board as a whole and submits its report to the Nomination & Remuneration Committee.
- The Board evaluates the performance of Independent Directors and submits its report to the Nomination & Remuneration Committee.
- Nomination & Remuneration committee reviews the report of the Committee of Independent Directors and Board and accordingly recommends the appointment/re-appointment / continuation of Directors to the Board.

The criteria for performance evaluation are as under:-

The Directors are evaluated based on various aspects which, amongst other parameters, included qualifications, experience, knowledge and competency, ability to function as a team, fulfillment of functions ,the level of participation of the Directors, etc.

The parameters for performance evaluation of Board includes structure of the Board, competency of directors, experience of directors, mix of qualifications, diversity and the process of appointment to the Board of directors, role & responsibilities, strategy & performance evaluation, governance and compliances, evaluation of risks corporate culture ,grievances redressal for investors etc.

Some of the performance indicators for the Committees include regularity of meeting, logistics, agenda items, discussion & dissent, recording of minutes & dissemination of Information.

The Committee ensures that the Key Performance Objectives are aligned with the immediate and long term goals of the Company.

The performance of the Independent Directors was also evaluated taking into account their independent views and judgements in addition to the points on which non-independent directors are evaluated.



### (C) Stakeholders Relationship Committee

The composition of the Stakeholder Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 read with the Rules issued thereunder and Regulation 20 of the Listing Regulations

During the financial year 2017-18, the Stakeholder Relationship Committee of Directors met four times. The dates of the meetings being 24th May, 2017, 15th July, 2017, 10th November, 2017 & 09th February, 2018.

The constitution of the Stakeholders Relationship Committee of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year 2017-18 is detailed below:

Name of Member	Designation	No of Meetings held	No of Meetings attended
Mr. Vishnu Gopal Rajgarhia	Member	4	3
Mr. Deepak Jalan	Member	4	3
Mrs. Kirti Gupta*	Member	2	2
Mr. Piyush Prakash**	Member	1	1

\*Resigned from the board w.e.f 11th November, 2017.

\*\* Appointed as the member of the committee by the Board of director in their meeting held on 10th November, 2017 due to resignation of Mrs. Kirti Gupta.

Mr. Sumeer Narain Mathur, Company Secretary & Chief Financial Officer, acts as the Secretary to the Stakeholders Relationship Committee.

#### Name and designation of Compliance Officer & Chief Financial Officer

Mr. Sumeer Narain Mathur, Company Secretary & Chief Financial officer, is the Compliance Officer pursuant to regulation 6(1) of the SEBI (LODR) Regulations, 2015 .

During the year 2017-18 , only one query was received and resolved .

### (D) Committee of Directors

The constitution of the Committee of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year 2017-18 is detailed below:

Name of Member	Designation	No of Meetings Held	No of Meetings attended
Mr. Vishnu Gopal Rajgarhia	Member	NIL	NIL
Mr. Deepak Jalan	Member	NIL	NIL
Mrs. Kirti Gupta*	Member	NIL	NIL
Mr. Piyush Prakash**	Member	NIL	NIL

\*Resigned from the board w.e.f 11th November, 2017.

\*\* Appointed as the member of the committee by the Board of director in their meeting held on 10th November, 2017 due to resignation of Mrs. Kirti Gupta.

Mr. Sumeer Narain Mathur, Company Secretary & Chief Financial Officer, acts as the Secretary to the Committee of Directors.

### Terms of Reference

The main term of reference is to approve the share transfers/ split/renewal of old certificates, however the same has been delegated to Mr. Sumeer Narain Mathur, Company Secretary of the company for effective implementation of transfer/ split/demat/remat process and compliance of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 .

### (E) Risk Management Committee

The Board of Directors has constituted a Risk Management Committee and defined its roles and responsibilities in accordance with the provisions of Regulation 21 of the Listing Regulations.

The composition of the Risk Management Committee of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year ended 31st March, 2018 is detailed below:

Name of Member	Designation	No of Meetings Held	No of Meetings attended
Mr. Vishnu Gopal Rajgarhia	Member	NIL	NIL
Mr. Deepak Jalan	Member	NIL	NIL
Mrs. Kirti Gupta*	Member	NIL	NIL
Mr. Piyush Prakash**	Member	NIL	NIL

\*Resigned from the board w.e.f 11th November, 2017.

\*\* Appointed as the member of the committee by the Board of director in their meeting held on 10th November, 2017 due to resignation of Mrs. Kirti Gupta.

Mr. Sumeer Narain Mathur, Company Secretary & Chief Financial officer, acts as the Secretary to the Risk Management Committee.

### Terms of Reference

1. Oversee and approve the risk management, internal compliance and control policies and procedures of the Company (including reporting and internal audit systems), in concurrence with existing business processes and systems, to manage the Company's material business risks
2. Establish policies for the monitoring and evaluation of risk management systems to assess the effectiveness of those systems in minimizing risks that may impact adversely on the business objectives of the Company.
3. Be aware and concur with the Company's Risk Appetite including risk levels, if any, set for financial and operational risks.

4. Ensure that the Company is taking appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities.
5. Review the existing risk Management System of the Company in view of the Company's Risk Appetite.
6. Coordinate its activities with the Audit Committee in instances where there is any overlap with audit activities. For example, internal or external audit issue relating to risk management policy or practice.
7. Provide guidance to the Board on making the Company's risk management policies and procedures publicly available and, if appropriate, liaise with the Company Secretary on announcements to the market where material business risks or changes to those risks are likely to have a material impact on the price or value of the Company's securities.
8. Perform such other activities related to this Memorandum as requested by the Board of Directors.

**(F) Independent Directors**

The composition of Independent Directors along with the details of the meetings held and attended by the directors during the financial year ended 31st March, 2018 is detailed below

Name of Member	Designation	No of Meetings Held	No of Meetings attended
Mr. Vishnu Gopal Rajgarhia	Member	1	1
Mr. Deepak Jalan	Member	1	1
Mr. Piyush Prakash	Member	1	0
Mrs. Kirti Gupta*	Member	N.A	N.A

\*Resigned from the board w.e.f 11th November,2017.

Mr. Sumeer Narain Mathur, Company Secretary & Chief Financial officer, acts as the Secretary for the meeting of Independent Directors.

**Terms of Reference**

In compliance to regulation 25 (4) of the listing regulations the terms of reference of the Independent Directors are:-

- a) Review the performance of non-independent directors and the board as a whole.
- b) Review the performance of the chairperson of the company, taking into account the views of executive directors and non-executive directors.
- c) Assess the quality, quantity and timeliness of flow of information between the company management & the board.

Based on the evaluation criteria laid down by the Nomination & Remuneration Committee for the non executive directors, the Managing Directors & the Board as a whole has been evaluated and a report thereon has been submitted to the Nomination & Remuneration Committee for their reference and further recommended for reappointments if any.

**4. GENERAL BODY MEETINGS**

**(A) Location and time, where last three Annual General Meetings were held:-**

Financial Year (ended)	Venue	Date	Time
March,31,2015	Shop no #1,Country Inn, Mehragoan, Bhimtal-249179, Uttarakhand.	16.07.2015	10:30 A.M
March,31,2016	Shop no #1,Country Inn, Mehragoan, Bhimtal-249179, Uttarakhand.	09.09.2016	10:30 A.M
March,31,2017	Shop no #1,Country Inn, Mehragoan, Bhimtal-249179, Uttarakhand.	08.09.2017	10:00 A.M

**(B) Details of Special Resolution passed in previous three AGMs**

Sr. No.	AGM Number	Date of AGM	Matter Cover by special resolution
1.	24th AGM	July 16,2015	Special Resolution according consent to re-appoint Independent Director Mr. Piyush Prakash (DIN 01352769) for a term of 5 years.
2.	24th AGM	July 16,2015	Special Resolution to keep statutory registers, index & Annual Return at the corporate office of the company at B-210,Ansal Chamber-1,Bhikaji Cama Place,New Delhi-110066
3	25th AGM	Sept 09,2016	Special Resolution according consent to appoint Mr Gyanendra Prakash (DIN:01444823) as the Managing Director of the company .

**(C) Postal Ballot**

**(i) Special resolutions passed through Postal Ballot during the FY 2017-18:**

There was no resolution passed during the FY 2017-18 through Postal Ballot. However, the Board of Directors in their meeting held on 05th April, 2018 has issued a postal ballot notice to the shareholders to pass the special items through Postal Ballot, details thereof shall be briefed in the annual report for the financial year 2018-19.

**(ii) Procedure for Postal Ballot**

For conducting a postal ballot, notice specifying the resolutions proposed to be passed through postal ballot as also the relevant explanatory statement and the postal ballot forms, are dispatched to all the shareholders along with self addressed postage pre-paid envelope.

The shareholders are requested to send back the postal ballot forms duly filled up and signed, in the postage pre- paid envelopes provided to them by the Company, so as to reach the Scrutinizer (in whose name the envelopes are marked) on or before the 30th day from the date of issue of notice by the company. The Scrutinizer compiles the postal ballot result out of the postal ballot forms found valid and hands over the results to the Managing Director. The Chairman thereupon declares the result of the postal ballot and the same is displayed on a notice board at the corporate office of the Company.

## 5. MEANS OF COMMUNICATION

### (i) Quarterly Results:

The quarterly/annual financial results of the Company are intimated to the Bombay Stock Exchange wherein the company is listed, within the prescribed time period my means of uploading the same on the listing portal i.e www.listing.bseindia.com a CFDS prescribed by the Bombay Stock Exchange.

### (ii) News, Release etc.:

The quarterly /annual results are usually published in the leading newspapers viz; Financial Express, Business Standard and regional news paper, Rozana of the place of the registered office of the company.

### (iii) Website:

The Company has its own website www.wellesleycorp.com, and all vital information relating to the Company and its performance including financial results are regularly posted on the website.

## 6. GENERAL SHAREHOLDER INFORMATION

### (a) Date, Time and Venue of AGM

<b>DATE:</b> 08 <sup>th</sup> September, 2018
<b>TIME:</b> 10:00 AM
<b>VENUE:</b> Country Inn Hotels & Resorts, Mehraon, Bhimtal, Uttarakhand-248179

(b) **Date of book closure:** From **05/09/2018** to **07/09/2018**

(c) **Dividend Payment date:** No dividend is declared during the financial year.

### (d) Listing on Stock Exchange

Stock Exchange	Stock Code	ISIN
Bombay Stock Exchange (BSE)	532106	INE176O01011

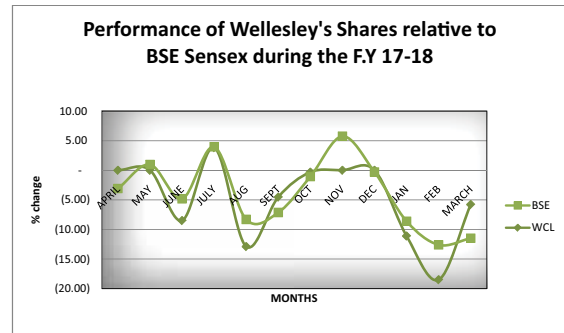
Listing fees to Bombay Stock Exchange has been paid for the financial year 2018-19.

(e) **Stock Code/ ISIN:** E:532016 / ISIN:INE176O01011

(f) **Stock market price at Bombay Stock Exchange (BSE)**

Month	High (Rupees)	Low (Rupees)	Volume
APRIL	20.00	20.00	-
MAY	20.00	18.30	25
JUNE	18.30	18.30	
JULY	19.00	15.85	353
AUG	16.55	15.80	163
SEPT	15.80	15.80	
OCT	15.75	14.25	20
NOV	15.75	14.25	
DEC	15.75	14.25	
JAN	14.00	12.01	301
FEB	11.41	11.10	529
MARCH	10.75	9.50	725

### (g) Performance Comparison to broad bases indices BSE Sensex.



### (h) Registrar & Transfer Agent

M/s. Skyline Financial Services Private Limited  
(Unit- Wellesley Corporation Limited)  
D-153A, 1st Floor Okhla Industrial Area,  
Phase-I, New Delhi – 110 020  
Tel: - +91 – 11 – 2681-2682, 2681-2683  
Fax: - +91 – 11 – 3085 7562  
Email: admin@skylinerta.com

### (i) Share Transfer System

All queries pertaining to share transfer / transmission, change of address, bank mandate, nomination forms, loss of shares, issue of duplicate shares, Annual Report may be forwarded directly to the Registrar and Share Transfer Agent at the above mentioned address.

### (j) Distribution of shareholding as on March 31, 2018

Share or Debenture holding Nominal Value	Number of Share-holders	% to Total Numbers	Share or Debenture holding Amount	% to Total Amount
(Rs.)			(Rs.)	
Up To 5,000	1792	90.73	23,52,060	1.74
5001 To 10,000	125	6.32	11,48,760	0.85
10001 To 20,000	17	0.86	2,64,500	0.20
20001 To 30,000	8	0.41	1,91,000	0.14
30001 To 40,000	4	0.20	1,42,000	0.11
40001 To 50,000	-	-	-	0.00
50001 To 1,00,000	5	0.25	384,000	0.28
1,00,000 and Above	24	1.22	13,05,21,680	96.68
<b>Total</b>	<b>1,975</b>	<b>100.00</b>	<b>13,50,04,000</b>	<b>100.00</b>

### (k) Dematerialization of Shares & Liquidity

Equity shares of the company are available in both physical as well in demat mode at both the depositories i.e. NSDL & CDSL (ISIN No INE176O01011). As on March 31, 2018, 84.94% Equity shares of the Company representing 1,14,66,800 shares out of a total of 1,35,00,400 Equity shares, were held in dematerialized form and the balance 20,33,600 shares were held in physical form. Depository fees have been paid to NSDL & CDSL for the financial year 2018-19.

**(l) Outstanding GDR's /ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity**

There was no GDR/ADR/Warrants/Convertible instruments were issued and pending for conversion.

**(m) Address for Investor's correspondence:**

	Mr. Sumeer Narain Mathur Company Secretary & Chief Financial Officer	
a.	Address	B- 210, Ansal Chamber – I, Bhikaji Cama Place, New Delhi – 110066
b.	Phone No. Fax No.	91-11-26184535 91-11-26193448
c.	Email id	investor@wellesleycorp.com cs@wellesleycorp.com

**(n) Details of Directors seeking appointment and re-appointment There was no director appointed or reappointed.**

**7) DISCLOSURE**

**(i) Materially Significant Related Party Transaction**

There has been no materially significant related party transaction.

**(ii) Details of Non-Compliance by the Company, penalties imposed by Stock Exchange/ SEBI/ Any Statutory Authority in any matter related to Capital Market during the last three years.**

**(a)** There has been no instance of any non-compliance by the Company on any matter related to capital markets, and hence, no penalties or strictures have been imposed on the Company by SEBI or the Stock Exchanges or any other statutory authority on any such matter.

**(b)** The Company has paid listing fee to Bombay Stock Exchange for the financial year 2018-19.

**(iii)** The company has formulated a “WCL Whistle Blower Policy” headed by the Chairman of the Audit Committee Mr. Vishnu Gopal Rajgarhia, wherein everyone is at the liberty to raise their concern to the chairman.

**(iv)** The company is following all the mandatory requirements of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 and with regards to discretionary requirements as mentioned in Part :E of schedule-II, it is in the process to comply with in near future.

**ANNUAL DECLARATION BY THE CEO PURSUANT TO SCHEDULE V (D) OF SEBI (LODR) REGULATIONS, 2015.**

As provided under Regulation 34(3) read with Para D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 it is stated that all members of the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct of Board of Directors and Senior Management, for the financial year ended March 31, 2018.

**For and on behalf of the Board of Directors**  
**Director:** Vishnu Gopal Rajgarhia  
**Din:** 00480125  
**Address:** C-740, New Friends Colony,  
 New Delhi - 110065

**Managing Director:** Gyanendra Prakash  
**Din:** 01444823  
**Address:** House no:749, Sector-15,  
 Vasundhara, Ghaziabad-201012

Place : New Delhi  
 Date: 30th May, 2018

**INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
THE MEMBERS OF  
**WELLESLEY CORPORATION LIMITED**

1. We have examined the compliance of regulations of Corporate Governance by Wellesley Corporation Limited ('the Company') for the year ended March 31,2018 as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2), and paragraphs C,D and E OF Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015( the 'Listing Regulations').

**Management's Responsibility**

2. The compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the designing ,implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

**Auditor's Responsibility**

3. Pursuant to the requirement of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of and opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 2 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the relevant records of the Company in accordance with the applicable General Accepted Auditing Standards in India, the Guidance Note on Reports or Certificate for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

**Opinion**

5. Based on the procedures performed by us and to the best of our information and according to the explanations provided to us, in our opinion, the Company has complied in all material respects, with the conditions of corporate governance as stipulated in the Listing Regulations during the year ended March 31,2018 . We state that such compliance is an assurance neither as to the future viability of the Company nor the efficient or effectiveness with which the Management has conducted the affairs of the Company .

**Restrictions on use**

6. This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

**For M.K Jain & Co.**  
**Chartered Accountants**

Place : New Delhi  
Date : 30th May, 2018

**Lalit Bhalla**  
Partner  
M No. F521927  
Fr no: 009694N

**CEO/CFO CERTIFICATION**

We, Gyanendra Prakash, Managing Director & Sumeer Narain Mathur, Company Secretary & Chief Financial Officer of Wellesley Corporation Limited, certify to the Board that:

- a) We have reviewed financial statements and the cash flow statement for the year ended 31.03.2018 and that to the best of their knowledge and belief :
  - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading ;
  - ii. These statements together present a true and fair view of the company's affairs and comply with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year that are fraudulent, illegal or volatile of the company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls and that I have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee that –
  - i. There has not been any significant changes in internal control over financial reporting during the year under reference;
  - ii. There has not been any significant changes in accounting policies during the year under requiring disclosure in the notes to the financial statements; and
  - iii. There has not been any instances during the year of significant fraud of which we had become aware and the Involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For and on behalf of the Board of Director**

**Managing Director:** Gyanendra Prakash

**Din:** 01444823

**Address:** House no:749, Sector-15,  
Vasundhara Ghaziabad -201012.

**Company Secretary &**

**Chief Financial Officer:** Sumeer Narain Mathur

**Membership no:** FCS9042

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

Place : New Delhi

Date: 30th May, 2018

## SECRETARIAL AUDIT REPORT

**FOR THE FINANCIAL YEAR ENDED 31st March, 2018**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
Wellesley Corporation Limited  
Uttarakhand

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Wellesley Corporation Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Wellesley Corporation Limited for the financial year ended on 31st March, 2018 according to the provisions of the following:

- (1) The Companies Act, 2013 (the Act) and the rules made there under;
- (2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011:

*During the year under review, the erstwhile promoter of the company viz., Usha General Food Limited has sold its complete holding of 74.07% of Equity Shares to Mrs. Sadhana Rai(SR). The acquirer (SR) has obtained an order from SEBI exempting her to follow open offer procedure in terms of Rule 3 of The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, vide SEBI Order No. SEBI/WTM/SR/CFD-DCR-36/07/2017 dated 1, 8th July 2017.*

*The company has filed the requisite intimation / declarations to the Stock Exchange, consequent upon the change(s) in the promoter.*
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during the Audit Period);**
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the Audit Period);**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period);**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period);**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period)**;

(6) Other Applicable Laws

- 1) The Factories Act, 1948
- 2) The Payment of Wages Act, 1936
- 3) The Minimum Wages Act, 1948
- 4) Employees Provident Fund and Misc. Provisions Act, 1952
- 5) Employers State Insurance Act, 1948
- 6) The Payment of Bonus Act, 1965
- 7) The Environment (Protection) Act, 1986
- 8) Income Tax Act 1961, Wealth Tax Act, Service Tax Act, Sales Tax Act & rules made thereunder
- 9) Negotiable Instrument, 1881
- 10) Maternity Benefits Act, 1961
- 11) Payment of Gratuity Act, 1972
- 12) The Apprentices Act, 1961
- 13) The Industrial Disputes Act, 1947
- 14) The Child Labour (Regulation and Abolition) Act, 1970
- 15) The Weekly Holidays Act, 1942
- 16) Water (Prevention & Control of Pollution), 1974 and rules thereunder
- 17) Air (Prevention & Control of Pollution) Act, 1981 and rules thereunder
- 18) The Indian Stamp Act, 1889
- 19) Indian Contract Act, 1872
- 20) Transfer of Property Act, 1882
- 21) Indian Registration Act, 1808
- 22) The Urban Land Ceiling & Regulation Act, 1878
- 23) Land Acquisition Act, 1884
- 24) Indian Evidence Act, 1872
- 25) The Consumer Protection Act, 1986
- 26) Building & Construction Workers Welfare Cess Act, 1996
- 27) Service Tax under Central Excise and Salt Act (upto 30th June 2017)
- 28) Delhi & Uttar Pradesh- Value Added Tax (upto 30th June 2017)
- 29) Goods & Services Tax Act 2017 (w.e.f. 1st July 2017)
- 30) The Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) SEBI (Listing Obligations and Disclosure Requirements), 2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:



- a. *The Company has appointed the present incumbent, who is an MBA (Finance) besides ACS, Company Secretary (CS) as Chief Financial Officer (CFO) also as required under Section 203 of the Companies Act, 2013 read with Rule (8) of Appointment & Remuneration of Managerial Personnel Rules, 2014. We were informed that the company's financial position does not allow keeping two separate persons as CS and CFO.*
- b) *The company has come to know vide Bombay Stock Exchange (BSE) public notice no:20170223-44 dated 23rd February,2017 that BSE has placed the securities of company under the Graded Surveillance Measure (GSM( Stage-0).*
- c) *Mrs. Kiriti Gupta, appointed as woman director of the company, has resigned w.e.f. 11.11.2017. The company has not appointed a woman director, in terms of Provisio 2 to Sub Section (1) of Section 149 of the Companies Act, 2013 read with Rule 3 of Companies (Appointment of Directors and Qualifications), Rules 2014, against the vacancy caused by the resignation of Mrs. Kirti Gupta.*

As per the information and explanations provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we report that the provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of:

- (i) External Commercial Borrowings were not attracted to the Company under the financial year under report;
  - (ii) Foreign Direct Investment (FDI) were not attracted to the company under the financial year under report;
  - (iii) Overseas Direct Investment by Residents in Joint Venture / Wholly Owned Subsidiary abroad were not attracted to the company under the financial year under report.
- (b) As per the information and explanations provided by the company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we report that the Company has not made any GDRs/ ADRs or any Commercial Instrument under the financial year under report.

We have relied on the information and representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws, and Regulations to the Company.

**We further report that** the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions at Board Meetings and Committee Meetings are carried out unanimously/ as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period, there were no instances of:

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (iv) Merger / amalgamation / reconstruction, etc.
- (v) Foreign technical collaborations

For **Vijay Kaul and Co.**

**Place:** Delhi  
**Date:** 30th May, 2018

**Vijay K Kaul**  
Practicing Company Secretary  
FCS No.:2719; C P No.:4722

**Note:** This report is to be read with our letter of even date which is annexed as '**ANNEXURE A**' which forms an integral part of this report.

**'ANNEXURE A'**

To,  
The Members,  
**WELLESLEY CORPORATION LIMITED**  
Uttarakhand

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company.
2. Our responsibility is to express an opinion on these secretarial records based on our audit.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
5. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Vijay Kaul and Co**

Place: New Delhi  
Date: 30th May, 2018

Vijay K Kaul  
Signature:  
Practicing Company Secretary  
FCS No.:2719; C P No.:4722

**Annexure: 4**
**DISCLOSURE PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 4 & 5 OF THE COMPANIES APPOINTMENT & REMUNARATION OF MANAGERIAL PERSONNEL RULES 2014**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Remarks</b>		
A	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	<b>Managing Director-19%</b>		
B	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	<b>Managing Director: - NIL</b> <b>Company Secretary:- 12.5%</b>		
C	<sup>o</sup> The percentage increase in the median remuneration of employees in the financial year;	<b>Company Secretary:- 9.80%</b>		
D	The number of permanent employees on the rolls of company;	<b>2</b>		
E	The explanation on the relationship between average increase in remuneration and company performance;	<b>As per Industry Standards</b>		
F	Comparison of the remuneration of the Key Managerial Personnel against the performance of the company;	<b>Satisfactory</b>		
G	Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;		<b>31st March, 2018</b>	<b>31st March, 2017</b>
		<b>a) Market Capitalization</b>	12,82,53,800	27,00,08,000
		<b>b) PE ratio</b>	-	-
	<b>c) Increase over last public offer</b>	(5%)	245%	
H	Average percentile increase already made in the salaries of Employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	<b>Not Applicable</b>		
I	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company;	<b>Average remuneration of KMP, increase by 9.80% where as revenue increased by 107%</b>		
J	The key parameters for any variable component of remuneration availed by the directors;	<b>Not Applicable</b>		
K	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;	<b>24.7%</b>		
L	Affirmation that the remuneration is as per the remuneration policy of the company.	<b>Yes the remuneration is as per Company's policy</b>		

**Form No. MGT-9  
EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31st March, 2018  
[[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies  
(Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

- i) CIN:- **L45202UR1991PLC000604**
- ii) Registration Date: **23-10-1991**
- iii) Name of the Company: **WELLESLEY CORPORATION LIMITED**
- iv) Category / Sub-Category of the Company: **PUBLIC LISTED COMPANY**
- v) Address of the Registered office and contact details  
**Shop#1, Country Inn, Mehragaon, Bhimtal, Uttarakhand-248179**
- vi) Whether listed company **Yes**
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any  
**M/s. Skyline Financial Services Private Limited  
(Unit- Wellesley Corporation Limited)  
D-153A, 1st Floor Okhla Industrial Area,  
Phase-I, New Delhi – 110 020  
Tel: - +91 – 11 – 2681-2682, 2681-2683  
Fax: - +91 – 11 – 3085 7562  
Email: admin@skylinerta.com**

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Real Estate Services	9972	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - NOT APPLICABLE.**

*The Holding company of the company M/s Usha General Food Limited has transferred its entire holding of 74.07% to Mrs Sadhana Rai ,in pursuant to the SEBI Whole Time Member order no: SEBI/WTM/SR/CFD-DCR-36/07/2017 dated 1, 8th July 2017 on 28/08/2017.*

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**
*i) Category-wise Share Holding*

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				Change %
	Demat	Physical	Total	%of Total Shares	Demat	Physical	Total	%of Total Shares	
<b>1</b>									
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	-	-	-	-	10000000	-	10000000	74.07	74.07
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	10000000	-	10000000	74.07	-	-	-	-	(74.07)
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	<b>10000000</b>	<b>-</b>	<b>10000000</b>	<b>74.07</b>	<b>10000000</b>	<b>-</b>	<b>10000000</b>	<b>74.07</b>	<b>NIL</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Total Shareholding of Promoter (A) = (A) (1)+(A)(2)</b>	<b>10000000</b>	<b>0</b>	<b>10000000</b>	<b>74.07</b>	<b>10000000</b>	<b>0</b>	<b>10000000</b>	<b>74.07</b>	<b>NIL</b>
<b>B. Public Shareholding</b>									
<b>1 Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>2. Non- Institutions</b>									
a) Bodies Corp.									
i) Indian	640800	1327200	1968000	14.58	640790	1327200	1967990	14.58	NIL
ii) Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Individuals									
i) Individual hareholders holding nominal share capital upto Rs. 2 lakh	68279	373700	441979	3.28	67596	373700	441296	3.287	NIL
ii) Individual hareholders holding nominal share capital in excess of Rs 2 lakh	757313	332700	1090013	8.07	757278	332700	1089978	8.07	NIL
c) Others(specify)									
1) Hindu Undivided Family	408	0	408	0.00	1136	0	1136	0.01	NIL
2) Clearing Members	0	0	0	0.00	0	0	0	0	NIL
<b>Sub-total (B)(2):-</b>	<b>1466800</b>	<b>2033600</b>	<b>3500400</b>	<b>25.93</b>	<b>1466800</b>	<b>2033600</b>	<b>3500400</b>	<b>25.93</b>	<b>NIL</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>1466800</b>	<b>2033600</b>	<b>3500400</b>	<b>25.93</b>	<b>1466800</b>	<b>2033600</b>	<b>3500400</b>	<b>25.93</b>	<b>NIL</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>1,14,54,000</b>	<b>20,46,400</b>	<b>1,35,00,400</b>	<b>25.93</b>	<b>1,14,66,800</b>	<b>20,33,600</b>	<b>1,35,00,400</b>	<b>25.93</b>	<b>NIL</b>

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			%change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / Encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / Encumbered to total shares	
1	USHA GENERAL FOOD LIMITED	10000000	74.07	NIL	NIL	NIL	NIL	(74.07)
2	SADHANA RAI	NIL	NIL	NIL	10000000	74.07	NIL	74.07
	<b>Total</b>	<b>10000000</b>	<b>74.07</b>	<b>NIL</b>	<b>10000000</b>	<b>74.07</b>	<b>NIL</b>	<b>NIL</b>

iii) *Change in Promoters' Shareholding (please specify, if there is no change):* During the year under review, Mrs. Sadhana Rai, vide SEBI whole time member order dated 18/07/2017, has acquired 1,00,00,000 shares of the company from M/s Usha General Food Limited on 28/08/2017. Mrs Sadhana Rai is now the promoter of the company w.e.f 28/08/2017.

(iv) *Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):*

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1</b>	<b>M/s High Scale Properties Pvt Limited</b>				
	At the beginning of the year	349900	2.59	349900	2.59
	Transactions (Purchase/Sale) during the year	NIL	NIL	349900	2.59
	At the End of the year	349900	2.59	349900	2.59

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>2</b>	<b>M/s P. Saha InfoTech Pvt Limited</b>				
	At the beginning of the year	290500	2.15	290500	2.15
	Transactions (Purchase/Sale) during the year	(10)	0.00	290490	2.15
	At the End of the year	290490	2.15	290490	2.15

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>3</b>	<b>M/s Lokjeet Investments &amp; Finance Pvt Ltd</b>				
	At the beginning of the year	263200	1.95	263200	1.95
	Transactions (Purchase/Sale) during the year	NIL	NIL	263200	1.95
	At the End of the year	263200	1.95	263200	1.95

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>4</b>	<b>M/s Prjapati Electricals &amp; Electronics Pvt Ltd</b>				
	At the beginning of the year	226900	1.68	226900	1.68
	Transactions (Purchase/Sale) during the year	NIL	NIL	226900	1.68
	At the End of the year	226900	1.68	226900	1.68

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>5</b>	<b>M/s Sagadh Engineering Pvt Limited</b>				
	At the beginning of the year	226900	1.68	226900	1.68
	Transactions (Purchase/Sale ) during the year	NIL	NIL	226900	1.68
	At the End of the year	226900	1.68	226900	1.68

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>6</b>	<b>M/s Austere General Trades Pvt Limited</b>				
	At the beginning of the year	226900	1.68	26900	1.68
	Transactions (Purchase/Sale ) during the year	NIL	NIL	226900	1.68
	At the End of the year	226900	1.68	226900	1.68

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>7</b>	<b>Mr. Harishankar Pal</b>				
	At the beginning of the year	172300	1.28	172300	1.28
	Transactions (Purchase/Sale ) during the year	NIL	NIL	172300	1.28
	At the End of the year	172300	1.28	172300	1.28

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>8</b>	<b>M/s Intent Marketing Pvt Ltd</b>				
	At the beginning of the year	165800	1.23	165800	1.23
	Transactions (Purchase/Sale ) during the year	NIL	NIL	165800	1.23
	At the End of the year	165800	1.23	165800	1.23

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>9</b>	<b>Mrs. Meena Paul</b>				
	At the beginning of the year	160400	1.19	160400	1.19
	Transactions (Purchase/Sale ) during the year	NIL	NIL	160400	1.19
	At the End of the year	160400	1.19	160400	1.19

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>10</b>	<b>Mr. Sardari Lal</b>				
	At the beginning of the year	130300	0.97	130300	0.97
	Transactions (Purchase/Sale ) during the year	NIL	NIL	130300	0.97
	At the End of the year	130300	0.97	130300	0.97

(v) **Shareholding of Directors and key Managerial Personnel:**

Sl. No.	Director's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1</b>	<b>Mr. Vishnu Gopal Rajgarhia</b>				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Transactions (Purchase/Sale ) during the year	NIL	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL	NIL

Sl. No.	Director's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>2</b>	<b>Mr. Deepak Jalan</b>				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Transactions (Purchase/Sale ) during the year	NIL	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL	NIL

Sl. No.	Director's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>3</b>	<b>Mr. Piyush Prakash</b>				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Transactions (Purchase/Sale ) during the year	NIL	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL	NIL

Sl. No.	Director's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>4</b>	<b>Mrs. Kirti Gupta</b>				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Transactions (Purchase/Sale ) during the year	NIL	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL	NIL

Sl. No.	Director's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>5</b>	<b>Mr. Manoj Gupta</b>				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Transactions (Purchase/Sale ) during the year	NIL	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL	NIL

Sl. No.	Director's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>6</b>	<b>Mr. Gyanendra Prakash</b>				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Transactions (Purchase/Sale ) during the year	NIL	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL	NIL



Sl. No.	Director's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>7</b>	<b>Mr. Sumeer Narain Mathur</b>				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Transactions (Purchase/Sale ) during the year	NIL	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL	NIL

## V. INDEBTEDNESS

### Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
Change in Indebtedness during the financial year				
• Addition	NIL	NIL	NIL	NIL
• Reduction	NIL	NIL	NIL	NIL
Net Change	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager	Total Amount
		<b>Mr. Gyanandra Prakash</b>	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	2,40,000 NIL NIL	2,40,000 NIL NIL
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission - as % of profit - others, specify...		
5.	Others, please specify	NIL	NIL
	<b>Total (A)</b>	<b>2,40,000</b>	<b>2,40,000</b>
	Ceiling as per the Act	30 Lacs	30 Lacs

**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Vishnu Gopal Rajgarhia	Mr. Deepak Jalan	Mr.Piyush Prakash	Mrs.Kirti Gupta	
1	Independent Directors • Fee for attending board committee meetings • Commission • Others, please specify	6000 NIL NIL	6000 NIL NIL	8000 NIL NIL	6000 NIL NIL	26000 NIL NIL
	<b>Total (1)</b>	<b>6000</b>	<b>6000</b>	<b>8000</b>	<b>60000</b>	<b>26000</b>
2	Other Non-Executive Directors • Fee for attending board committee meetings • Commission • Others, please specify	NIL NIL NIL	NIL NIL NIL	NIL NIL NIL	NIL NIL NIL	NIL NIL NIL
	<b>Total (2)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	<b>Total (B)=(1+2)</b>	<b>6000</b>	<b>6000</b>	<b>8000</b>	<b>60000</b>	<b>26000</b>
	<b>Total Managerial Remuneration</b>					<b>2.66 Lacs</b>
	<b>Overall Ceiling as per the Act</b>					<b>30 lacs</b>

**C. Remuneration to key managerial Personnel Other Than MD/Manager/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		CEO	CS & CFO Sumeer Narain Mathur	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL NIL NIL	9,90,250 NIL NIL	9,90,250 NIL NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL
	<b>Total</b>	<b>NIL</b>	<b>9,90,250</b>	<b>9,90,250</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description of Penalty	Details of Punishments / Compounding Fees	Authority RD / NCLT / COURT	Appeal Made (If any )
<b>A. COMPANY</b>					
Penalty	N.A	N.A	N.A	N.A	N.A
Punishment	N.A	N.A	N.A	N.A	N.A
Compounding	N.A	N.A	N.A	N.A	N.A
<b>B. DIRECTORS</b>					
Penalty	N.A	N.A	N.A	N.A	N.A
Punishment	N.A	N.A	N.A	N.A	N.A
Compounding	N.A	N.A	N.A	N.A	N.A
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	N.A	N.A	N.A	N.A	N.A
Punishment	N.A	N.A	N.A	N.A	N.A
Compounding	N.A	N.A	N.A	N.A	N.A

<b>PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188 (1) OF THE COMPANIES ACT, 2013</b>		
<b>Form No. AOC – 2</b>		
<b>(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)</b>		
<b>Form for disclosure of particulars of contracts/ arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto</b>		
1.	Details of contracts or arrangements or transactions not at arm's length basis	The Company has not entered into any contract or arrangement or transaction with its related parties, which is not at arm's length during the year ended on March 31,2018
2.	Details of material contracts or arrangement or transactions at arm's length basis	The Company has not entered into any contract or arrangement or transaction with its related parties, which is at arm's length during the year ended on March 31,2018

## INDEPENDENT AUDITOR'S REPORT

To

the Members of Wellesley Corporation Ltd

### Report on The Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of Wellesley Corporation Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

### Opinion

I. In our opinion and to the best of our information and according to the explanations given to us, the Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, including the Ind AS of the state of affairs (financial position) of the Company as at March 31, 2018, its profit (financial position including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

### II. Incoming auditor to audit comparative information for adjustments to transition to Ind AS.

The comparative financial information of the Company for the year ended 31st March, 2017 and the transition date opening balance sheet as at 01st April, 2016 included in these Ind AS Financial Statements, are based on the

previously issued statutory financial statements prepared in accordance with Companies (Accounting Standard), Rules, 2006 audited by the predecessor auditor whose report for the year ended 31st March, 2017 and 31st March, 2016 dated 24th May, 2017 and 30th May, 2016 respectively expressed an unmodified opinion on those standalone financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

Our opinion is not modified in respect of these matters.

### III. Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement and the statement of changes in equity dealt with by this Report are in agreement with the books of account
  - d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards prescribed under section 133 of the Act.
  - e) On the basis of written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - a. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements, if any.
    - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For M.K Jain & Co.**  
**Chartered Accountants**

**Date :** 30th May, 2018  
**Place :** New Delhi

**Lalit Bhalla**  
Partner  
M No.FS521927  
Fr no: 009694N

**Annexure A” to the Independent Auditors’ Report**

Referred to in paragraph 9 of the Independent Auditors Report of even date to the members of **Wellesley Corporation Ltd**, on the financial statements as of and for the year ended March 31, 2018:

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets have been physically verified by the management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
- (c) The company does not have any immoveable property during the year.
- ii. The company does not have any inventory and hence clauses of inventories are not applicable.
- iii. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the company has not granted any loans, investments, guarantees and securities in respect of which provision of section 185 and 186 of the Companies Act, 2013 are applicable and hence not commented upon.
- v. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73, 74, 75 & 76 of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- vi. The company is not required to maintain cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- vii. (a) According to information and explanations given to us and the records of the Company examined by us, in our opinion, company is generally regular in depositing undisputed statutory dues in respect of Provident Fund, Employee’s State Insurance, Service Tax, cess and Income Tax, and any other Statutory dues, as applicable, with the appropriate authorities. No such statutory dues were outstanding at the year end, for a period of more than six months from the date they become payable.
- (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- viii. In our opinion and according to the information and explanations given by the management, the Company did not have any loans or borrowings from Financial Institutions, Banks, debentures during the year, accordingly provisions of clause 3 (viii) of the order are not applicable to the company.
- ix. According to the records of the company examined by us and the information and explanations given to us, during the year no money were raised by way of initial public offer or further public offer (including debt instruments) or by way of term loans.
- x. According to the audit procedures performed and the information and explanations given to us by management, no fraud noticed by the Company, or any fraud on the company by its officers, or employees during the year.
- xi. According to the records of the company examined by us and the information and explanations given to us, managerial remuneration paid during the year is in accordance with the provisions of section 197 read with schedule V to the Companies Act.
- xii. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us by management, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards

- xiv. According to the information and explanations given to us by management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company.
- xv. According to the audit procedures performed and the information and explanations given to us by management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-I of the Reserve Bank of India Act, 1934

**For M.K Jain & Co.  
Chartered Accountants**

**Date :** 30th May, 2018  
**Place :** New Delhi

**Lalit Bhalla**  
Partner  
M No.FS521927  
Fr no: 009694N

**“Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of Wellesley Corporation Ltd**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

- i. We have audited the internal financial controls over financial reporting of Wellesley Corporation Ltd (“the Company”) as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

- ii. The Company’s management is responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

- iii. Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
- iv. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
- v. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

- vi. A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

- vii. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



**Opinion**

- viii. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”.

**For M.K Jain & Co.**  
**Chartered Accountants**

**Date :** 30th May, 2018  
**Place :** New Delhi

**Lalit Bhalla**  
Partner  
M No.FS521927  
Fr no: 009694N

## Balance Sheet as at March 31, 2018

(All amounts in Indian Rupees)

Particulars	Note No	Figures as at the end of the current reporting period 31st March, 2018	Figures as at the end of the previous reporting period 31st March, 2017
<b>I. ASSETS</b>			
<b>(1) Non Current Assets</b>			
(a) Other Intangible assets	2	143,000	143,000
(b) Deferred tax assets (Net)	3	782,910	793,019
(c) Other non-current assets	4	10,199,626	9,829,628
<b>(2) Current Assets</b>			
(a) Financial Assets			
i) Trade receivables	5	3,310,729	2,475,395
ii) Cash and cash equivalents	6	139,455	1,131,501
iii) Bank Balances other than (ii)above	7	237,452	222,153
(b) Other current assets	8	13,061	11,597
<b>Total Assets</b>		<b>14,826,233</b>	<b>14,606,293</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share Capital	9	135,004,000	135,004,000
(b) Other Equity	10	(120,627,992)	(120,649,661)
<b>LIABILITIES</b>			
<b>(1) Non Current Liabilities</b>			
(a) Provisions	11	133,800	99,171
<b>(2) Current Liabilities</b>			
(a) Other current liabilities	12	298,760	145,359
(b) Provisions	13	10,184	7,424
(c) Current Tax Liabilities (Net)	14	7,481	-
<b>Total Equity and Liabilities</b>		<b>14,826,233</b>	<b>14,606,293</b>

See accompanying notes to the financial statements

1

As per our report of even date attached

For and on behalf of the Board of Directors

**FOR M.K JAIN & CO.**

CHARTERED ACCOUNTANTS

(Firm Regn No 009694N)

**Director** : Vishnu Gopal Rajgarhia

**Din** : 00480125

**Managing Director** : Gyanendra Prakash

**Din** : 01444823

**LALIT BHALLA**

PARTNER

**M NO:F-521927**

**Company**

**Secretary &**

**Chief Financial**

**Officer** : Sumeer Narain Mathur

**Membership no** : FCS9042

**Place:** New Delhi

**Date:** 30th May, 2018

## Statement of Profit and Loss for the period ended March 31, 2018

(All amounts in Indian Rupees)

Particulars	Note No	Figures for the current reporting period March 31, 2018	Figures for the previous reporting period March 31, 2017
<b>I. Revenue from operations</b>	<b>15</b>	2,276,296	960,000
<b>II Other Income</b>	<b>16</b>	33,938	156,922
<b>III Total Income(I + II)</b>		<b>2,310,234</b>	<b>1,116,922</b>
<b>IV EXPENSES</b>			
Employee benefits expense	<b>17</b>	1,262,534	1,106,365
Other expenses	<b>18</b>	990,178	1,007,078
<b>Total expenses (IV)</b>		<b>2,252,712</b>	<b>2,113,443</b>
<b>V Profit/(loss) before Exceptional items and tax(I- IV)</b>		<b>57,522</b>	<b>(996,521)</b>
<b>VI Exceptional Items</b>		-	-
<b>VII Profit before tax (V- VI)</b>		57,522	(996,521)
<b>VIII Tax expense:</b>			
(1) Current tax		7,481	-
(2) Deferred tax		10,109	(288,302)
<b>IX Profit (Loss) for the period (VII-VIII)</b>		<b>39,932</b>	<b>(708,219)</b>
<b>X Other Comprehensive Income</b>			
Items that will not be reclassified to Profit or Loss	<b>19</b>	(18,263)	(25,667)
<b>XI Total Comprehensive Income for the period (IX+X) (Comprising Profit (Loss) and other Comprehensive Income for the period)</b>		21,669	(733,886)
<b>XII Earnings per equity share</b>			
(1) Basic		0.00	(0.05)
(2) Diluted		0.00	(0.05)

See accompanying notes to the financial statements

1

As per our report of even date attached

For and on behalf of the Board of Directors

**FOR M.K JAIN & CO.**

CHARTERED ACCOUNTANTS  
(Firm Regn No 009694N)

**Director** : Vishnu Gopal Rajgarhia  
**Din** : 00480125

**Managing Director** : Gyanendra Prakash  
**Din** : 01444823

**LALIT BHALLA**  
PARTNER  
**M NO:F-521927**

**Company Secretary & Chief Financial Officer** : Sumeer Narain Mathur  
**Membership no** : FCS9042

**Place:** New Delhi

**Date:** 30th May, 2018

## Statement of Cash Flows for the period ended on March 31, 2018

(All amounts in Indian Rupees)

Particulars	For the year Ended March 31, 2018	For the year Ended March 31, 2017
<b>A. CASH FLOW FROM OPERATING ACTIVITIES BEFORE INTEREST</b>		
<b>Profit before taxation</b>	<b>39,259</b>	<b>(1,022,188)</b>
<b>Adjustment for :</b>		
Depreciation and amortisation	-	-
Interest income	(33,938)	(156,922)
<b>Operating cash flow before working Capital changes</b>	<b>5,321</b>	<b>(1,179,110)</b>
Decrease/(Increase) in Trade Receivables	(835,334)	(47,500)
Decrease/(Increase) in Other Current assets	(1,464)	1,129
Decrease/(Increase) in Other Non Current Assets	(369,998)	34,608
Increase/(Decrease) in Provisions	34,629	39,706
Increase/(Decrease) in Current Liabilities	163,642	16,030
Increase/(Decrease) in Other Long Term Liabilities	-	-
Adjustment for conversion of Non Cash equivalent items into Cash and Cash Equivalents	-	-
<b>Cash genrated from operation</b>	<b>(1,003,204)</b>	<b>(1,135,137)</b>
Income taxes paid, net	(7,481)	-
<b>NET CASH FROM OPERATING ACTIVITIES(A)</b>	<b>(1,010,685)</b>	<b>(1,135,137)</b>
<b>B CASH FROM INVESTING ACTIVITIES</b>		
Interest received	33,938	156,922
Less:Being not related to Cash and Cash Equivalent items.	(15,299)	(10,467)
<b>NET CASH FROM INVESTING ACTIVITIES(B)</b>	<b>18,639</b>	<b>146,455</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
<b>NET CASH USED IN FINANCING ACTIVITIES ( C )</b>	<b>-</b>	<b>-</b>
Net Inc/(Dec) in Cash and Cash Equivalents(A+B+C)	<b>(992,046)</b>	<b>(988,682)</b>
<b>Cash &amp; Cash Equivalents as at the beginning of the year</b>	<b>1,131,501</b>	<b>2,120,183</b>
<b>Cash &amp; Cash Equivalents as at the end of the year</b>	<b>139,455</b>	<b>1,131,501</b>
	992,046	988,682

See accompanying notes to the financial statements

1

As per our report of even date attached

For and on behalf of the Board of Directors

**FOR M.K JAIN & CO.**

CHARTERED ACCOUNTANTS  
(Firm Regn No 009694N)

**Director** : Vishnu Gopal Rajgarhia  
**Din** : 00480125

**Managing Director** : Gyanendra Prakash  
**Din** : 01444823

**LALIT BHALLA**  
PARTNER  
**M NO:F-521927**

**Company Secretary & Chief Financial Officer** : Sumeer Narain Mathur  
**Membership no** : FCS9042

**Place:** New Delhi  
**Date:** 30th May, 2018

## STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED ON 31ST MARCH, 2018

(All amounts in Indian Rupees)

<b>A Equity Share Capital</b>		
Balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the end of the reporting period
135004000	NIL	135004000

### B Other Equity

	Share Application money pending allotments	Equity Component of compound financial instruments	Reserve & Surplus				Debt Instruments through other comprehensive income	Effective portion of cash flow hedges	Revaluations surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of other comprehensive income (specify nature)	Money received against share warrant	Total
			Capital Reserve	Securities Premium Account	Other reserves (specify nature)	Retained Earnings							
Balance at the beginning of the reporting period	-	-	-	-	-	(120,649,661)	-	-	-	-	-	-	(120,649,661)
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-	21,669	-	-	-	-	-	-	21,669
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-
Any other change (to be specified)	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Balance at the end of the reporting period</b>	-	-	-	-	-	(120,627,992)	-	-	-	-	-	-	(120,627,992)

See accompanying notes to the financial statements

1

As per our report of even date attached

For and on behalf of the Board of Directors

**FOR M.K JAIN & CO.**

CHARTERED ACCOUNTANTS  
(Firm Regn No 009694N)

**Director** : Vishnu Gopal Rajgarhia  
**Din** : 00480125

**Managing Director** : Gyanendra Prakash  
**Din** : 01444823

**LALIT BHALLA**  
PARTNER  
M NO:F-521927

**Company Secretary & Chief Financial Officer** : Sumeer Narain Mathur  
**Membership no** : FCS9042

**Place:** New Delhi  
**Date:** 30th May, 2018

## Notes to the Financial Statements for the period ended 31st March, 2018

### Note No. 1

#### (A) CORPORATE INFORMATION

The Company was incorporated on October 23, 1991, under the provisions of the Companies Act, 1956. The company Registered Office is located at Bhimtal, Dist Nanital (Uttarakhand). The Company is primarily engaged in the business of Real Estate Services.”

#### (B) SIGNIFICANT ACCOUNTING POLICIES

##### I. Basis of preparation

The financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the Ind AS) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) rules and Companies (Indian Accounting Standards) as amended.

Upto the year ended 31 March, 2017, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (hereinafter referred to as ‘Previous GAAP’). These are the Company’s first Ind AS financial statements. The date of transition to Ind AS is 1 April, 2016. The financial statements for the year ended 31 March, 2017 and the opening balance sheet as at 1st April, 2016 have been restated in accordance with Ind AS for comparative information.

The financial statements are presented in Indian Rupee and all values are rounded to the nearest thousands, except when otherwise stated. A reconciliation of equity and total comprehensive income from previous GAAP to Ind AS at transition is given at the end of notes to accounts at point no:31.

##### II. Basis of Measurement

The financial statements have been prepared on the historical cost basis unless otherwise indicated. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

##### III. Revenue Recognition

Revenue is recognized to the extent that it is probable that economic benefit will flow to the Company and that the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable taking into account contractually defined terms of payments and excluding taxes and duties collected on behalf of the Government. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

##### A) Revenue in case of Sale of Services

Revenue in case of property maintenance services shall be recognized when the amount of revenue can be measured, it is probable that economic benefits will flow to the entity, stage of completion can be measured reliably, the cost incurred and the costs to complete the transaction can be measured reliably.

##### B) Revenue in case of Sale of Good

Revenue in case of sale of goods shall be recognized when the risks and rewards of ownership of the goods has been transferred, the amount of revenue can be measured reliably, it is probable that economic benefits will flow to the entity, the cost incurred and the costs to complete the transaction can be measured reliably.

##### C) Interest income on bank deposits is recognized on accrual basis on a time proportion basis.

##### IV. Employee benefits

##### a. Defined contribution plan

The Company’s contribution to provident fund is considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

##### b. Defined benefit plan

For defined benefit plan in the form of gratuity, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement

recognised in other comprehensive income is not reclassified to profit or loss in subsequent periods. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorized as follows:

- service cost comprising current service costs, past service costs
- net interest expense or income; and
- remeasurement

**c. Short-term and other long-term employee benefits**

Liabilities recognised in respect of short-term employee benefits in respect of wages and salaries leaves etc. are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service. Accumulated leaves expected to be carried forward beyond twelve months, are treated as long-term employee benefits. Liability for such long term benefit is provided based on the actuarial valuation using the projected unit credit method at year-end.

**V. Taxation**

Income tax expense for the year comprises of current tax and deferred tax.

**Current tax**

Current tax is the expected tax payable on the taxable income for the year calculated in accordance with the Income Tax Act and any adjustment to taxes in respect of previous years.

**Deferred tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding amounts used in the computation of taxable income. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences, the carry forward of unused tax losses and unused tax credits. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

**Current and deferred tax for the year**

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

**Minimum Alternate Tax (MAT)**

Minimum Alternate Tax (MAT) is payable when the taxable profit is lower than the book profit. Taxes paid under MAT are available as a set off against regular income tax payable in subsequent years. MAT paid in a year is charged to the Statement of Profit and Loss as current tax. The Company recognises MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period i.e the period for which MAT credit is allowed to be carried forward. MAT credit is recognised as an asset and is shown as 'MAT Credit Entitlement'. The Company reviews the 'MAT Credit Entitlement' asset at each reporting date and write down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

**VI. Intangible Assets**

Intangible assets are measured at cost and be recognized when the probable expected future economic benefits attributable to the assets will flow to the entity and the cost of the assets can be measured reliably.

**VII. Property Plant & Equipment**

The cost of an item of property, plant and equipment shall be recognized as an asset if and only if It is probable that future economic benefits associated with the items will flow to the entity and the cost of the item can be measured reliably

Depreciation thereon shall be charged based on the useful life on an asset as per the useful life of the assets its residual value.

**VIII. Provisions**

A provision is recognized when an company has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined on best estimate basis required to settle the obligation at the end of the reporting period. These are reviewed at each reporting period and adjusted to reflect the current best estimates. Contingent liabilities are not recognized but are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets not recognized but are disclosed where an infow of economic benefit is probable.

**IX. Segment Reporting**

The Company's business activity falls within a single business segment i.e. "Real Estate Services" operating from India only. Therefore, segment reporting in terms of Ind AS 108 on Segmental Reporting is not applicable.

**X. Earning Per Share**

Basic earning per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. Since there is no potential; dilutive equity shares hence there is no impact on basic EPS while calculating dilutive EPS.

**XI. Current and Non Current Classification**

All the assets and liabilities have been classified as current or noncurrent as per the Company's normal operating cycle and other criteria set out in the Revised Schedule III to the Companies Act, 2013

**Assets**

An asset is classified as current when it satisfies any of the following criteria:

- a) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is expected to be realised within 12 months after the reporting date; or
- d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

**Liabilities**

A liability is classified as current when it satisfies any of the following criteria:

- a) it is expected to be settled in the Company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is due to be settled within 12 months after the reporting date; or
- d) the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

**XII. Cash Flow Statement**

The cash flows from operating, investing and financing activities of the Company are segregated based on the available information. Cash flows from operating activities are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

**XIII. Impairment**

The carrying amounts are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

**XIV. Inventory**

Inventories are stated at cost or net realizable value, whichever is lower. Net realisable value (NRV) is the estimated selling price in the ordinary course of the business, less the estimated costs of completion and the estimated costs necessary to make the sale. Cost of inventories comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. The cost of all categories of inventory is determined using weighted average cost method. The cost is arrived at first in first out basis(FIFO).



**Notes forming part of Financial Statements for the period ended on March 31, 2018**
**NOTE NO. 2**
**OTHER INTANGIBLE ASSETS**

PARTICULARS	Figures as at the end of the current reporting period 31st March, 2018	Figures as at the end of the previous reporting period 31st March, 2017
Brands or Trademarks	143,000	143,000
<b>TOTAL</b>	<b>143,000</b>	<b>143,000</b>

**NOTE - 3**
**DEFERRED TAX ASSETS (NET)**

PARTICULARS	Figures as at the end of the previous reporting period 31st March, 2017	Movement During the year (net)	Figures as at the end of the current reporting period 31st March, 2018
Deferred Tax Asset (Brought forward losses & Un absorbed depreciation)	793,019	(10,109)	782,910
<b>Net Deferred Tax Asset/(Liability)</b>	<b>793,019</b>	<b>(10,109)</b>	<b>782,910</b>

**NOTE - 4**
**OTHER NON CURRENT ASSETS**

PARTICULARS	Figures as at the end of the current reporting period 31st March, 2018	Figures as at the end of the previous reporting period 31st March, 2017
<b>i) Advances other than capital advances</b>		
a) Security Deposits*	4,375,000	4,375,000
b) Other advances**	4,688,608	4,445,808
<b>ii) Prepaid taxes</b>	<b>1,136,018</b>	<b>1,008,820</b>
	<b>10,199,626</b>	<b>9,829,628</b>
<u>Unsecured considered doubtful</u>		
Other Loans and Advances	839,214	839,214
	839,214	839,214
Less:-Provision for doubtful advance	839,214	839,214
<b>TOTAL</b>	<b>10,199,626</b>	<b>9,829,628</b>

\* Security deposits consists Rs 30.00 Lacs paid to Ms P. Jayamma & Others under the project at Airport Road, Bangalore, Rs 12.00 Lacs paid to Mr Anil Parashar under the project at Usha Niketan ,Bani Park, Jaipur. The matters are pending before courts

\*\*Other Advances consists Rs 17,65,678/- towards project cost and legal expenses under the project at Airport Road, Bangalore, Rs 2,72,430/- incurred towards cost of litigation expenses and stamp fees under the project with CIDCO, Mumbai, Rs 4.50 lacs transferred from company's account in the matter of L.G Electronics India Pvt Limited and Rs 17.00 lacs paid to Mr R. L Baisawala & Sons (HUF) under the project at C- Scheme, Jaipur . The matters are pending before courts.

Notes forming part of Financial Statements for the period ended on March 31, 2018

NOTE NO. 5

TRADE RECEIVABLES

Particulars	Figures as at the end of the current reporting period 31st March, 2018	Figures as at the end of the previous reporting period 31st March, 2017
<u>Unsecured, considered good</u>	3,310,729	2,475,395
<b>TOTAL</b>	<b>3,310,729</b>	<b>2,475,395</b>

\* Out of the total Trade Receivables of Rs 33,10,729/- (previous year Rs 24,75,395/-) matters of Rs 23,87,395/- (previous year Rs 23,87,395/-) are pending before Courts.

NOTE NO. 6

CASH AND CASH EQUIVALENTS

Particulars	Figures as at the end of the current reporting period 31st March, 2018	Figures as at the end of the previous reporting period 31st March, 2017
a) Balance with Banks		
In Current Accounts	134,470	8,262
In term deposit accounts (Maturity less than 3 months)	-	1,106,364
Interest Accrued on Bank FDRs	-	10,147
b) Cash on Hand	4,985	6,728
<b>TOTAL</b>	<b>139,455</b>	<b>1,131,501</b>

NOTE NO. 7

OTHER BANK BALANCES

Particulars	Figures as at the end of the current reporting period 31st March, 2018	Figures as at the end of the previous reporting period 31st March, 2017
In current account	63,065	63,065
In term deposit account (Maturity more than 12 months)	100,000	100,000
Interest Accrued on Bank FDRs	74,387	59,088
<b>TOTAL</b>	<b>237,452</b>	<b>222,153</b>

7.1 Bank Balances of Rs 63065/- under the head other bank balance's (in current account) represents bank accounts seized by statutory authorities .

7.2 Term deposit of Rs 1,00,000/- has been given as security against the bank guarantee submitted to Department of Trade and Taxes Delhi.

**Notes forming part of Financial Statements for the period ended on March 31, 2018**
**NOTE NO. 8**
**OTHER CURRENT ASSETS**

Particulars	Figures as at the end of the current reporting period 31st March, 2018	Figures as at the end of the previous reporting period 31st March, 2017
Prepaid Expenses	13,061	11,597
	<b>13,061</b>	<b>11,597</b>

**NOTE NO. 9**
**EQUITY SHARE CAPITAL**

Particulars	Figures as at the end of the current reporting period 31st March, 2018	Figures as at the end of the previous reporting period 31st March, 2017
<b>Authorised</b> 1,50,00,000 (Previous year 1,50,00,000) Equity share of Rs 10/- each	150,000,000	150,000,000
<b>Issued</b> 1,35,00,400 (Previous year 1,35,00,400) Equity shares of Rs 10/- each	135,004,000	135,004,000
<b>Subscribed &amp; fully paid up</b> 1,35,00,400 (Previous year 1,35,00,400) Equity shares of Rs 10/- each	135,004,000	135,004,000
<b>TOTAL</b>	<b>135,004,000</b>	<b>135,004,000</b>

**9.1 Details of reconciliation of equity shares outstanding at the beginning and at the end of the year.**

Particulars	As at March 31, 2018		As at March 31, 2017	
	No. of shares	Rupees	No. of shares	Rupees
Number of shares outstanding at the beginning of the year	13,500,400	135,004,000	13,500,400	135,004,000
Add: Changes during the year	-	-	-	-
Number of shares outstanding at the end of the year	13,500,400	135,004,000	13,500,400	135,004,000

**9.2 The details of Shareholders holding more than 5% equity shares in the company.**

Particulars	As at March 31, 2018		As at March 31, 2017	
	No of Shares	%	No of Shares	%
Usha General Foods Ltd	-	-	10,000,000	74.07
Mrs Sadhana Rai	10,000,000	74.07	-	-

**9.3 The company has not reserved any equity shares for issue under options and contracts/commitments for sale of shares/disinvestment**

**9.4** The company for the period of five years immediately preceding the Balance Sheet date has not

- (i) allotted any equity shares as fully paid up pursuant to contract(s) without payment being received in cash
- (ii) allotted any fully paid up shares by way of bonus shares nor has bought back any class of equity shares

**9.5** The company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders, in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are entitled to receive only the residual assets of the company. The distribution of dividend, if any, is in the proportion to the number of equity shares held by the shareholders.

**9.6** Mrs Sadhana Rai has acquired 1,00,00,000 (74.07%) shares of the company from the erstwhile promoters of the company, pursuant to the order of SEBI's Whole Time Member order SEBI/WTM/SR/CFD-DCR/36/07/2017 dated 18/07/2017

**NOTE NO. 10**

**OTHER EQUITY**

Particulars	Figures as at the end of the current reporting period 31st March, 2018	Figures as at the end of the previous reporting period 31st March, 2017
<b>Other Reserves</b>		
Retained Earnings	(120,627,992)	(120,649,661)
<b>TOTAL</b>	<b>(120,627,992)</b>	<b>(120,649,661)</b>

**NOTE NO. 11**

**PROVISIONS**

Particulars	Figures as at the end of the current reporting period 31st March, 2018	Figures as at the end of the previous reporting period 31st March, 2017
Provision for employee benefits		
- Gratuity(Unfunded)	91,808	67,928
- Leave(Unfunded)	41,992	31,243
<b>TOTAL</b>	<b>133,800</b>	<b>99,171</b>

11.1 The following table sets out the disclosure in respect of defined benefit plans for Employee benefits as required under Ind AS 19.

<b>PARTICULARS</b>	<b>Gratuity</b>	<b>Leave Encashment</b>
<b>Reconciliation of opening and closing balances of the present value of the defined benefit obligation :</b>		
Obligations as at 01.04.2017	72,948	33,647
Service cost	19,090	10,511
Interest Cost	5,321	2,454
Benefits Paid	-	18,250
Actuarial(Gain)/ Loss	1,299	16,964
<b>Obligations as at 31.03.2018</b>	<b>98,658</b>	<b>45,326</b>
<b>Reconciliation of present value of the obligation and the fair value of the plan assets :</b>		
Fair Value of plan assets as at 31.03.2018	-	-
Present value of the defined benefit obligations as at 31.03.2018	98,658	45,326
<b>(Asset)/Liability recognised in the balance sheet</b>	<b>98,658</b>	<b>45,326</b>
Short Term Provision	5,020	2,404
Long Term Provision	67,928	31,243
<b>Total</b>	<b>72,948</b>	<b>33,647</b>
<b>Assumptions</b>		
Attrition rate	6%	4%
Discount factor	7	7
Estimated rate of return on plan assets	N.A	N.A
Salary Increase	5%	5%
Retirement age	60	60

**NOTE NO. 12**

**OTHER CURRENT LIABILITIES**

<b>Particulars</b>	<b>Figures as at the end of the current reporting period 31st March, 2018</b>	<b>Figures as at the end of the previous reporting period 31st March, 2017</b>
<b>a) Other Advances</b>		
Due to Statutory Authorities	153,014	22,212
<b>b) Others</b>		
Accrued Expenses	145,746	123,147
<b>TOTAL</b>	<b>298,760</b>	<b>145,359</b>

**NOTE NO. 13**

**PROVISIONS**

Particulars	Figures as at the end of the current reporting period 31st March, 2018	Figures as at the end of the previous reporting period 31st March, 2017
Provision for employee benefits		
- Gratuity(Unfunded)	6,850	5,020
- Leave(Unfunded)	3,334	2,404
<b>TOTAL</b>	<b>10,184</b>	<b>7,424</b>

**Note:13.1** Refer note no:11.1

**NOTE NO. 14**

**CURRENT TAX LIABILITIES(NET)**

Particulars	Figures as at the end of the current reporting period 31st March, 2018	Figures as at the end of the previous reporting period 31st March, 2017
Provision for Income Tax	7,481	-
<b>TOTAL</b>	<b>7,481</b>	<b>-</b>

**NOTE NO. 15**

**REVENUE FROM OPERATIONS**

Particulars	Figures for the current reporting period March 31, 2018	Figures for the previous reporting period March 31, 2017
Sale of Services	2,267,500	960,000
Other Operating Revenue	8,796	-
<b>TOTAL</b>	<b>2,276,296</b>	<b>960,000</b>

**NOTE NO. 16**

**OTHER INCOME**

Particulars	Figures for the current reporting period March 31, 2018	Figures for the previous reporting period March 31, 2017
<b>a) Other Income</b>		
Interest on term deposit	23,585	98,048
Interest on Income Tax Refund	10,353	12,120
<b>b) Other non operating income</b>		
Provison of taxation written back	-	46,754
<b>TOTAL</b>	<b>33,938</b>	<b>156,922</b>

**NOTE NO. 17**
**EMPLOYEE BENEFITS EXPENSE**

Particulars	Figures for the current reporting period March 31, 2018	Figures for the previous reporting period March 31, 2017
Salaries and wages	1,186,437	1,035,599
Contribution to Provident and other funds	73,900	60,418
Staff welfare expenses	2,197	10,348
<b>TOTAL</b>	<b>1,262,534</b>	<b>1,106,365</b>

**NOTE NO. 18**
**OTHER EXPENSES**

Particulars	Figures for the current reporting period March 31, 2018	Figures for the previous reporting period March 31, 2017
Legal & Professional Exp	372,257	448,013
Payments to Auditor- Audit Fees & Expenses	26,000	28,750
Travelling and Conveyance Expenses	1,628	5,671
Fee to Stock Exchanges	287,500	229,000
Depository Fee(NSDL & CDSL)	143,000	143,150
Statutory Publication Expenses	52,548	45,716
Printing & Stationery	14,250	19,557
Directors Sitting Fees	31,200	41,360
Postage & Couriers	19,693	9,185
Rent	15,000	15,000
Misc Expenses	27,102	21,677
<b>TOTAL</b>	<b>990,178</b>	<b>1,007,078</b>

**NOTE NO. 19**
**OTHER COMPREHENSIVE INCOME**

Particulars	Figures for the current reporting period March 31, 2018	Figures for the previous reporting period March 31, 2017
A) Items that will not be reclassified to profit or loss		
i) Remeasurement of the defined benefit plans	(18,263)	(25,667)
<b>TOTAL</b>	<b>(18,263)</b>	<b>(25,667)</b>

**20. Commitment & Contingent Liabilities:-**

- a) LG Electronics India Pvt. Ltd (LG) had filed a suit against the company, Usha India Ltd., and others for the recovery of Rs.4,65,02,400/-given as security deposit for the premises A-41, Mohan Co-operative Industrial Estate, New Delhi –110044 taken by it on lease from Usha India Ltd. and against the maintenance service agreement for the same premises entered into with the company. The company has denied its liability on the ground that it has already assigned the agreement to Lord Mahadev Trust on 6th August, 1997 and transferred the security deposit of Rs.87,19,200/- received by the Company to the said Trust. However, Hon'ble High Court of Delhi has passed a part joint decree of Rs.2,31,25,803/- in favour of LG and the LG filed an execution petition and subsequently the Court directed the ICICI Bank, New friends Colony, New Delhi to transfer a sum of Rs.4,50,000/- to LG. The liability on account of above decree has not been ascertained by the court among the parties to the suit.

However, the management is of the opinion based on legal advices, that the Company shall not be liable to make any payment to L.G, even the amount of Rs.4,50,000/-shall be recovered by the company from LG Electronics India Pvt. Ltd (LG).Presently Rs.4,50,000/- so transferred to LG Electronics has been shown under the head of Long term Loan and Advances .

**(b) Other money for which the company is contingently liable**

Assessing officer has filed an appeal before the ITAT, New Delhi against the order of Commissioner of Income Tax (Appeals) allowing the appeal for deleting the demand of Rs 6,51,050/- towards the penalty imposed by the Assessing Officer U/s 271(1) (C) relating to the assessment year 2003-04. The case was remanded back to CIT(Appeals) for adjudication on merit vide order dated 06-06-2008 by ITAT. However the CIT(Appeals) has not taken the case till date.

**c) Commitments**

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)  
Nil (previous year Nil)

**21. Details of the transactions with Related Parties as per the requirements of Ind AS-24 are as follows:-**

SI No.	Name	Relation	Nature of Transaction	Transaction for the period ended 31st March,2018	Transaction for the period ended 31st March,2017
1.	Mr. Gyanendra Prakash	Managing Director	Director Remuneration	Rs. 2,40,000	Rs. 1,96,666/-
2.	Mr. Sumeer Narain Mathur	Company Secretary & Chief Financial Officer	Salary	Rs. 9,90,250/-	Rs. 8,64,000/-
3	Mrs. Sadhana Rai	Promoter	NIL	NIL	NIL

**Note:** M/s Usha General Food Limited is no longer a holding company of the company w.e.f 28/08/2017, Consequently M/s Marry Gold Steel Co. Pvt Ltd is also no longer a related party of the company .The company has not enter into any related party transaction with the same during the year under review and also during the previous year ended on 31st March, 2017.

**22. Earning per share (Net Profit in thousand)**

SI No.		As on 31.03.2018	As on 31.03.2017
A)	No. of Shares at the beginning and at the end of the year	1,35,00,400	1,35,00,400
B)	Net Profits after Tax available for Equity Shareholders	21,669	(7,33,886)
C)	Basic & Diluted Earnings per share (Annualized)	0.00	(0.05)



23. Value of Imports on CIF basis : NIL (P. Year Nil)
24. Details of imported and indigenous raw materials, spare parts, and components consumed
- Raw Materials: NIL(P. Year Nil)
- Stores & spares: NIL(P. Year Nil)
25. Expenditure in foreign currency: NIL (P Year Nil).
- Earning In Foreign currency: NIL (P Year Nil).
26. Exceptional items NIL (P.Y NIL)
27. Previous year's figures have been regrouped / rearranged wherever necessary for the purpose of comparison and the transition effect of Ind AS.
28. Figures in brackets denote negative figures.
29. The company has incurred expense of Rs.1,43,000/-in the year 2011-12 ,for registering its trade mark in the name and style "Bio Naturals" the same has been shown in other intangible assets at cost.
30. The Micro and Small Enterprises have been identified by the Company from the available information, which has been relied upon by the auditors. According to such identification, there were no dues to Micro and Small Enterprise that are reportable as per Micro, Small and Medium Enterprise Development Act, 2006 outstanding as at March 31, 2018.
31. Reconciliation of Equity/Comprehensive Income at Transition.

Particulars	Equity	Total Comprehensive Income
<b>Balance as at 31.03.2017 as per GAAP</b>	<b>1,43,54,339</b>	<b>(7,33,887)</b>
Adjustments:-		
Items that will not be reclassified to Profit or Loss	25,667	(25,667)
<b>Net Balance as per Ind AS</b>	<b>1,43,80,006</b>	<b>(7,08,219)</b>

As per our report of even date attached

**FOR M.K JAIN & CO.**

CHARTERED ACCOUNTANTS

(Firm Regn No 009694N)

**LALIT BHALLA**

PARTNER

**M NO:F-521927**

**Place:** New Delhi

**Date:** 30th May, 2018

For and on behalf of the Board of Directors

**Director** : Vishnu Gopal Rajgarhia

**Din** : 00480125

**Managing Director** : Gyanendra Prakash

**Din** : 01444823

**Company**

**Secretary &**

**Chief Financial**

**Officer**

: Sumeer Narain Mathur

**Membership no**

: FCS9042



**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:

	<b>Ordinary Business</b>	<b>For</b>	<b>Against</b>
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		
<b>Special Business</b>			
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)

<b>Affix Revenue Stamp</b>
------------------------------------

**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**

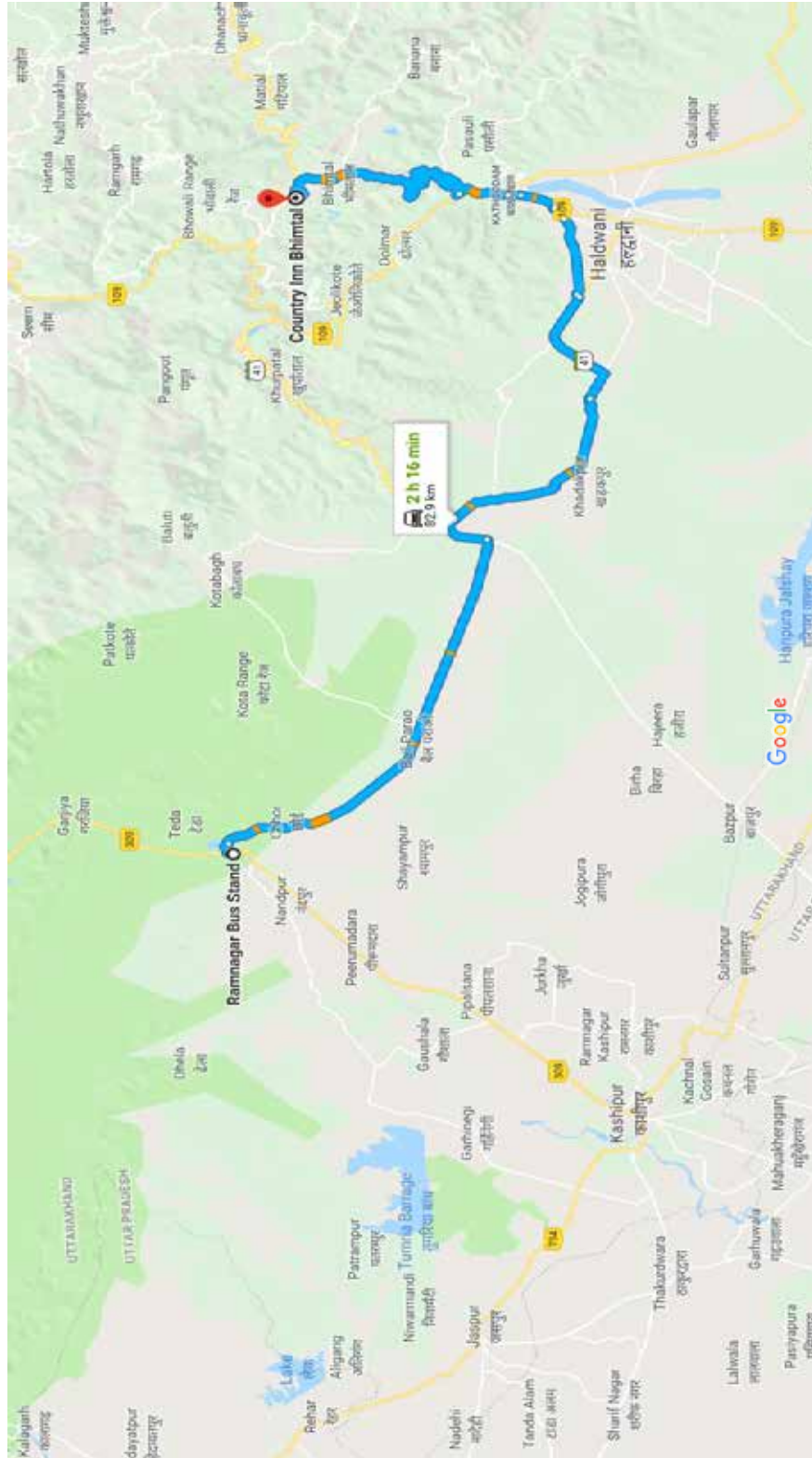
I, certify that I am registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Annual General Meeting of the Company on 08th September, 2018 at "Country Inn Hotel & Resorts ", Mehraagaon, Bhimtal, Uttarakhand-248179.

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.





To,



*If Undelivered, Please return to:*



**WELLESLEY CORPORATION LIMITED**

B- 210, Ansal Chamber - I, 3, Bhikaji Cama Place, New Delhi - 110 066