

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting(**AGM**) Of Wellesley Corporation Limited (**The Company or WCL**) will be held on **Friday 10th December,2021 at 10:00 AM Indian Standard Time (IST)** at “**Country Inn**”, **Mehragoon, Bhimtal ,Uttarakhand - 248179**,through **Physical Mode** 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, 2021 and the Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. **Appointment of Mr. Amit Rai (DIN: 00088067) as a Director of the Company.**

To consider and if thought fit to pass, with or without modification(s), the following resolution as “**ORDINARY RESOLUTION**”

RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 22nd January,2021 and pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations & Disclosure Requirements),Regulations,2015(including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Amit Rai (DIN 00088067) who was appointed as an additional director w.e.f 22nd January,2021 in pursuance of Article 60 of the Company & whose current period of office is expiring on the date of the ensuing 30th Annual General Meeting and who has submitted a declaration confirming his eligibility as an Non- Executive Director of the Company, whose term shall be subject to retire by rotation.

3. **Appointment of Mr. Gagan Oberoi (DIN: 00087963) as a Director of the Company.**

To consider and if thought fit to pass, with or without modification(s), the following resolution as “**ORDINARY RESOLUTION**”

RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 22nd January, 2021 and pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligation & Disclosure Requirements), Regulations 2015 (including any statutory modification(s) or re-enactment thereof for the time being in

force), the approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Gagan Oberoi (DIN 00087963) who was appointed as an additional director w.e.f 22nd January,2021 in pursuance of Article 60 of the Company & whose current period of office is expiring on the date of the ensuing 30th Annual General Meeting and who has submitted a declaration confirming his eligibility as an Non-Executive Director of the Company, whose term shall be subject to retire by rotation.

4. Appointment of Mrs. Leela Bisht (DIN: 07172417) as a Director of the Company.

To consider and if thought fit to pass, with or without modification(s),the following resolution as **“ORDINARY RESOLUTION”**

RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 22nd January,2021 and pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligation & Disclosure Requirements), Regulations 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for the appointment of Mrs. Leela Bisht (DIN 07172417) who was appointed as an additional director w.e.f 22nd January,2021 in pursuance of Article 60 of the Company & whose current period of office is expiring on the date of the ensuing 30th Annual General Meeting and who has submitted a declaration confirming his eligibility as an Non- Executive Director of the Company, whose term shall be subject to retire by rotation.

5. Appointment of Mr. Prithvi Raj Singh (DIN: 02876176) as a Director of the Company.

To consider and if thought fit to pass, with or without modification(s), the following resolution as **“ORDINARY RESOLUTION”**

RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 22nd January,2021 and pursuant to the provisions of Sections 149, 150,152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations & Disclosure Requirements), Regulations.2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Prithvi Raj Singh (DIN 08242564) who was appointed as an additional director w.e.f 22.01.2021 in pursuance of Article 60of the Company & & whose current period of office is expiring on the date of the ensuing 30th Annual General Meeting and who has submitted a declaration confirming his eligibility as an Executive Director of the Company/

6. Appointment of Mr. Prithvi Raj Singh (DIN: 02876176) as the Managing Director of

the Company.

To consider and if thought fit to pass, with or without modification(s), the following resolution as **“ORDINARY RESOLUTION”**

“RESOLVED THAT in accordance with Sections 196, 197, 203 and Schedule V to the Act and other applicable provisions of the Companies Act, 2013 read with applicable rules (hereinafter referred to as “the Act”) as amended upto date, the approval of shareholders be and is hereby granted for the appointment of Mr Prithvi Raj Singh ,(DIN :02876176), as Managing Director of the company for a period of 5 years commencing from 22.01.2021 on the following terms and conditions mentioned below with liberty to the board of directors to alter or vary the same so that as not to exceed the limits set out in schedule V read with section 196 & 197 of the Companies Act,2013 or any amendments thereto, as may be agreed between the board and Mr. Prithvi Raj Singh.

1. Tenure

The appointment shall remain in force for a period of 5 years, w.e.f 22nd January,2021 however the same may be concluded by either side , giving one month written notice to the other side.

2. Duties & Powers

You being also acting as the Managing Director in one more company, you shall be required to devote your sufficient time and attention to the business of this company also and perform such duties as may be entrusted to you by the board from time to time and separately communicated to you and exercise such powers that may be assigned to you.

The Managing Director undertakes to employ the best of his skills and ability and to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

3. Remuneration

As you are already drawing Remuneration from the other company wherein you are also acting as Managing Director, therefore as mutually decided with you, no remuneration shall be payable to you

4. Variation

The terms and conditions of the appointment of the Managing Director may be altered and varied from time to time by the board in such manner as may be agreed between the board and Managing Director subject to necessary approvals.

5. Technology

Being a Director, the Managing Director may make use of video, telephone, electronic mail or any other technology which permits each director to communicate with every other director or any combination of these technologies for the purpose of calling and holding directors meeting.

6. Confidentiality, Access to Company Records & Code of Conduct

Under Company Law, Directors have a right of access to Company’s documents and records,

including financial records. Any confidential information which may come to the knowledge in the performance of duties as the Managing Director of the Company must not be divulged, except so far as may be necessary in connection with the proper performance of duties towards the Company the company may from time to time authorise the Managing Director to disclose such information as may be required with the conditions that to take all reasonable precautions as may be necessary to maintain the secrecy and confidentiality of all confidential information of the company as may be required by law to disclose.

The Managing Director is subject to abide by the “WCL-Code of conduct for Prevention of Insider Trading & Fair Disclosure of Unpublished Price Sensitive Information policy.

7. Applicable Laws

The laws of India shall govern this appointment.

7. Appointment of Mr. Pramod Bhatnagar (DIN: 02269852) as an Independent Director of the Company.

To consider and if thought fit to pass, with or without modification(s), the following resolution as “**ORDINARY RESOLUTION**”

RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 11th August, 2021 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Pramod Bhatnagar (DIN 02269852) who was appointed as an additional director w.e.f 11.08.2021 in pursuance of Article 60 of the Company & whose current period of office is expiring on the date of the ensuing 30th Annual General Meeting and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. 11.08.2021 upto 10.08.2026

8. Appointment of Mr. Dileep Kumar (DIN: 08242564) as an Independent Director of the Company.

To consider and if thought fit to pass, with or without modification(s), the following resolution as “**ORDINARY RESOLUTION**”

RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 11th August, 2021 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the

applicable provisions of SEBI (Listing Obligation & Disclosure Requirements), Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Dileep Kumar (DIN 08242564) who was appointed as an additional director w.e.f 11.08.2021 in pursuance of Article 60 of the Company & whose current period of office is expiring on the date of the ensuing 30th Annual General Meeting and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible as an Independent Non- Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. 11.08.2021 upto 10.08.2026

9. APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY

To consider and, if thought fit, with or without modification(s), to pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Amendment) Act, 2020 and Rules made thereunder as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the company, M/s Bansal & Co. LLP, Chartered Accountants (FRN 01113N/N500079), be and are hereby appointed as Statutory Auditors of the Company for a period of five years commencing from F.Y 2021-22 to fill the casual vacancy caused by the resignation of M/s M K Jain & Co, Chartered Accountants (FRN.: 009694N) .

RESOLVED FURTHER THAT all the directors and Company Secretary of the company be and is, hereby severally empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies.”

10. APPROVAL OF BORROWING LIMITS OF THE COMPANY

To consider and, if thought fit, to give assent / dissent, to the following resolution as a **SPECIAL RESOLUTION**

“RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 7.50 Crores (Rupees Seven Crores Fifty

Lacs).”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.”

11. AUTHORISATION FOR LOANS AND INVESTMENTS BY THE COMPANY

To consider and, if thought fit, to give assent / dissent, to the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to make or give loans to any persons and/or companies and/or to make investment by acquiring by way of subscription, purchase or otherwise in shares, debentures and/or other securities and to give on behalf of the Company, any Guarantee and/or provide any security in connection with any loans or loans made by any other person to, or to any other person by, any other person(s)/Companies/Body Corporate(s) which shall be subject to the limit of Rs. 7.50 Crore (Rupees Seven Crores Fifty Lacs) and which may be individual or aggregate in excess of the limits prescribed i.e. over and above 60% of the Paid-up Share Capital and Free Reserves or 100% of the Company’s Free Reserves whichever is more

RESOLVED FURTHER THAT the aforesaid loans and investment will be made by the Company out of internal resources or borrowings or in such other manner and in such proportion as the Board thinks appropriate and in the case of loans, the interest rate shall not be lower than the prevailing yield of 1 year, 3 year, 5 year or 10 year Government Security closest to the tenor of loan.

RESOLVED FURTHER THAT all the directors of the company be and is, hereby severally empowered and authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

12. APPROVAL OF LOAN TO ENTITY IN WHICH THE DIRECTOR IS INTERESTED

To consider and, if thought fit, with or without modification(s), to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2020 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity or any other person in whom any of the Directors of the Company is interested/deemed to be interested, up to limits approved by the shareholders of the Company u/s 186 of the Companies Act, 2013, from time to time, in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT all the directors of the company be and is, hereby severally empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution .

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

13. APPROVAL OF RELATED PARTY TRANSACTIONS

To consider and if thought fit, to pass, the following Resolution as a **SPECIAL RESOLUTION**:-

“RESOLVED THAT pursuant to section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Amendment) Act, 2020 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and pursuant to the Clause 23(4) of the SEBI (Listing Obligations & Disclosure Requirements), 2015 and subsequent modifications/amendments thereto as are made from time to time and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the shareholders be and is hereby accorded to the Board of Directors to enter into a contract(s)/ arrangement (s)/ transaction(s) with Windsor Infrastructure Limited. a related party within the meaning of the aforesaid law, on such terms and conditions as may be mutually agreed upon, upto a maximum amount of Rs. 7.50 Crores from the financial year 2021-22 and onward provided,

however that contract(s)/ transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

By order of the Board of Directors

Sumeer Narain Mathur

Company Secretary, Chief Financial Officer & Compliance Officer

Membership no: FCS9042

Address: House no: B-803, Dronagiri Apartment,
Sector-11, Vasundhara, Ghaziabad-201012

Date:12th November,2021

Place: New Delhi

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.

1. 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.
2. Only registered members of the Company holding shares as on the cut-off date decided for the purpose, being 10th December,2021, 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.
3. 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. The cut-off date is decided for the purpose of reckoning the number of shareholders eligible to receive notice of AGM is 12th November, 2021
 4. **Voting Rights:** Shareholders holding Equity Shares shall have one vote per share as shown against their holding and shareholders
 5. **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, read with Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, 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).
 6. 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.
 7. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
 8. 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.
 9. 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.
 10. 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.
 11. 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 10:00A.M. and 2.00 P.M. up to the date of the Meeting.
 12. In line with the MCA Circular dated May 5, 2020 and January 13, 2021 and SEBI Circular dated May 12, 2020 and January 15, 2021 the Notice of the AGM along with the Annual Report 2020–21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories and the same will also be available on the Company’s website www.wellesleycorp.com and on the websites of stock exchange www.bseindia.com. For any communication, the members may send requests to

the Company's email ID cs@wellesleycorp.com

13. The Company's Register of Members and Transfer Books will remain closed from 04th December, 2021 to 14th December, 2021 (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 07th December, 2021 to 17:00 hours of 09th December, 2021, after this period the event will be no longer available for casting votes by "E-Voting" mechanism.
14. 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.
15. 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.
16. 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.
17. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Transfer Agent.
18. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
19. 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.
20. 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.
21. Mr. Loveneet Handa , Practicing Company Secretary (Membership No.9055), Proprietor - M/s.Loveneet Handa & Associates 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.
22. 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 favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
23. 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 02 working days of the conclusion of the Annual General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.wellesleycorp.com and on the website of NSDL.
24. Subject to receipt of requisite number of votes, the Resolutions shall be deemed

- to be passed on the date of the Meeting, 10th December, 2021
25. 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.
 26. The route map of the venue of the Meeting is attached at the end of the Notice for the 30th AGM. A link to access the same is also mentioned here
<https://maps.mapmyindia.com/direction?places=29.268635,79.543516,Kathgodam;29.3677420000001,79.5425040000001,Country%2520Inn%2520Bhimal>
 27. 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.
 28. 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.
 29. 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
 30. Members may please note that no gifts will be distributed at the Meeting.
 31. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Act will be available electronically for inspection by the members during the AGM. All documents referred to in the notice will also be available for electronic inspection by the members up to the date of AGM, i.e. 10th December, 2021. Members seeking to inspect such documents can send an email to cs@wellesley.com.
 32. In terms of Regulation 40(7) and 61(4) read with Schedule VII of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, it is mandatory for the transferor and the transferee(s) of the physical shares to furnish copy(ies) of their PAN card(s) for registration of transfer of shares. Transferor and the Transferee(s) are requested to furnish copies of their PAN card(s) along with Share Transfer Deed duly completed and physical share certificate(s). For securities market transactions and/or for off-market or private transactions involving transfer of shares, the transferee(s) as well as transferor(s) shall furnish copy of PAN card to the company / Registrar and Transfer Agents, as the case may be, for registration of such transfer of securities. In case where PAN card is not available i.e. in case of residents of Sikkim, the identify proof shall be submitted for registration of such transfer of securities. SEBI vide Notification dated June 08, 2018 have conveyed amendment to Regulations 7 and 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which shall come into force from December 05, 2018. Accordingly, effective December 5, 2018 except in cases of transmission or transposition, transfer of securities of the Company cannot be processed unless the securities are held in dematerialized form with a depository. The implication of this amendment is, post December 05, 2018 equity shares of the Company which are held in physical form by some shareholders can be continued to be held by them in physical form, but cannot be further transferred by the Company or its R&T Agent except in case of

transmission & transposition matters.
 In view above, we request the shareholders holding shares in physical form to kindly dematerialize equity shareholding in WCL.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 07th December,2021 at 09:00 A.M. and endson 09th December,2021 at 05:00 P.M. The remote e-voting module shall be disabledby NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 03rd December,2021 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 03rd December,2021

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





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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholdersholding securities in demat mode

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	<ol style="list-style-type: none"> 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

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

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

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

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

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001***

	and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e- Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to loveneet@ihacorp.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or orpallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +9122 24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the Company’s email address cs@wellesleycorp.com

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

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013(The Act)

The following Statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

Item no:02

The Board at their meeting held on 22nd January,2021 on the recommendation of the Nomination and Remuneration Committee & subject to the ratification of his appointment by the shareholders to act as the Director of the company has appointed Mr. Amit Rai as an Additional Director of the company, as per the provisions of section 161 of the Companies Act,2013, he holds his office as an additional director upto the forthcoming Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Amit Rai as Director of the Company.

The Company has received intimation in Form DIR-8 from Mr. Amit Rai, he is not disqualified from being appointed as Director

The resolution seeks the approval of members for the regularization of Mr Amit Rai as Director of the Company commencing from 22nd January,2021 subject to retire by rotation

In the opinion of the Board, Mr. Amit Rai fulfills the conditions as specified in the Act and the SEBI Listing Regulations.. Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. Amit Rai, the Board of Directors at its meeting held on 22nd January,2021 approved the appointment of Mr Amit Rai as mentioned in the resolution.

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:

Brief Profile of Mr. Amit Rai

Name of the Director	Mr. Amit Rai
Reason for change viz. appointment, resignation, removal, death or otherwise	Regularization of Appointment
Date of appointment & term of appointment	22.01.2021 Appointed as an Additional Director (Non-Executive, Non-Independent Director) of the Company to hold office in terms of Section 161(1) of the Companies Act, 2013.
Age (Years)	42
Brief Resume/ Nature of Expertise in functional areas	He is Graduate from Wharton Business School USA He is having rich experience in managerial activities and he is the key decision maker of all the policies. Besides it, he also has a key role in providing corporate structure to the Education business line.
Relationship between directors inter se	Son in law of Mrs. Leela Rani Bisht
Names of listed entities in which holds the directorship and the membership of Committees of the board;	Nil
Shareholding (Numbers of shares)	Nil

None of the Directors and Key Managerial Personnel of the Company or their respective relatives except Mr. Amit Rai & Ms Leela Bisht are concerned or interested in the passing of the Resolution.

Item no:03

The Board at their meeting held on 22nd January,2021 on the recommendation of the Nomination and Remuneration Committee & subject to the ratification of his appointment by the shareholders to act as the Director of the company has appointed Mr. Gagan Oberoi as an Additional Director of the company, as per the provisions of section 161 of the Companies Act,2013, he holds his office as an additional director upto the forthcoming Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Gagan Oberoi as Director of the Company.

The Company has received intimation in Form DIR-8 from Mr. Gagan Oberoi, he is not disqualified from being appointed as Director

The resolution seeks the approval of members for the regularization of Mr Gagan Oberoi as Director of the Company commencing from 22nd January,2021 subject to retire by rotation

In the opinion of the Board, Mr. Gagan Oberoi fulfills the conditions for his as specified in the Act and the SEBI Listing Regulations.. Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. Gagan Oberoi, the Board of Directors at its meeting held on 22nd January,2021 approved the appointment of Mr Gagan Oberoi as mentioned in the resolution.

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:

Brief Profile of Mr. Gagan Oberoi

Name of the Director	Mr. Gagan Oberoi
Reason for change viz. appointment, resignation, removal, death or otherwise	Regularization of Appointment
Date of appointment & term of appointment	22.01.2021 Appointed as an Additional Director (Non-Executive, Non-Independent Director) of the Company to hold office in terms of Section 161(1) of the Companies Act, 2013.
Age (Years)	54
Brief Resume/ Nature of Expertise in functional areas	<p>Mr. Gagan Oberoi, a P.H.D by Qualification, holds a senior management certification from Indian Institute of Management, Calcutta and a graduate in computer engineering with process training from Carnegie Mellon University and KPMG.</p> <p>With a career spanning over 30 years, Gagan has held several leading positions including Head of Delivery and spearheaded many successful engagements & associations that has helped grow the business multifold. His transformational style of leadership, combined with his innovative thinking and deep understanding of client objectives has time and again translated into value-added solutions across Espire and our customers. He has been the driving force behind Espire's successful appraisal for CMMI level 5 Ver 1.3 (Dev + SVC) and accreditations in various ISO standards for quality and data security. He is also one of the Board of Directors of Radcliffe Education Private Limited. He has more than 22 years of experience in setting up various ventures and taking them to growth path. During his career he has worked with several international Educational service providers to help them in developing systems and solutions for 20 Schools in space of e-learning.</p>
Relationship between directors inter se	No relationship
Names of listed entities in which holds the directorship and the membership of Committees of the board;	Nil

Shareholding (Numbers of shares)	Nil
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None of the Directors and Key Managerial Personnel of the Company or their respective relatives except Mr. Gagan Oberoi is concerned or interested in the passing of the Resolutions

Item no:04

The Board at their meeting held on 22nd January,2021 on the recommendation of the Nomination and Remuneration Committee & subject to the ratification of his appointment by the shareholders to act as the Director of the company has appointed Ms. Leela Bisht as an Additional Director (Women Director) of the company, as per the provisions of section 161 of the Companies Act,2013, she holds her office as an additional director upto the forthcoming Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Ms. Leela Bisht as Director of the Company.

The Company has received intimation in Form DIR-8 from Ms. Leela Bisht, she is not disqualified from being appointed as Director

The resolution seeks the approval of members for the regularization of Ms. Leela Bisht as Director of the Company commencing from 22nd January,2021 subject to retire by rotation

In the opinion of the Board, Mr. Leela Bisht fulfills the conditions for her as specified in the Act and the SEBI Listing Regulations.. Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Ms. Leela Bisht , the Board of Directors at its meeting held on 22nd January,2021 approved the appointment of Ms. Leela Bisht as mentioned in the resolution.

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:

Brief Profile of Ms. Leela Bisht

Name of the Director	Ms. Leela Bisht
Reason for change viz. appointment, resignation, removal, death or otherwise	Regularization of Appointment
Date of appointment & term of appointment	22.01.2021 Appointed as an Additional Director (Non Executive, Non-Independent Director) of the Company to hold office in terms of Section 161(1) of the Companies Act, 2013.
Age (Years)	62
Brief Resume/ Nature of Expertise in functional areas	She completed her Graduation from Delhi and was ex-counsellor of MCD, ex-committee member in DDA Advisory Committee and was also Chairperson of Bal Vikas Kalyan.
Relationship between directors interse	Mother in Law of Mr. Amit Rai
Names of listed entities in which holds the directorship and the membership of Committees of the board;	Nil
Shareholding (Numbers of shares)	Nil

None of the Directors and Key Managerial Personnel of the Company or their respective relatives except Mr. Amit Rai and Ms Leela Bisht are concerned or interested in the passing of the Resolutions

Item no:05

The Board at their meeting held on 22nd January, 2021 on the recommendation of the Nomination and Remuneration Committee & subject to the ratification of his appointment by the shareholders to act as the Director of the company has appointed Mr Prithivi Raj Singh as an Additional Director of the company, as per the provisions of section 161 of the Companies Act, 2013, he holds his office as an additional director upto the forthcoming Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Prithivi Raj Singh as Director of the Company.

The Company has received intimation in Form DIR-8 from Mr. Prithvi Raj Singh, he is not disqualified from being appointed as Director

The resolution seeks the approval of members for the regularization of Mr Prithvi Raj Singh as Director of the Company commencing from 22nd January,2021 not retire by rotation

In the opinion of the Board, Mr. Prithvi Raj Singh fulfills the conditions for his as specified in the Act and the SEBI Listing Regulations.. Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. Prithvi Raj Singh, the Board of Directors at its meeting held on 22nd January,2021 approved the appointment of Mr Prithvi Raj Singh as mentioned in the resolution.

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:

Brief Profile of Mr. Prithvi Raj Singh

Name of the Director	Mr. Prithvi Raj Singh
Reason for change viz. appointment, resignation, removal, death or otherwise	Regularization of Appointment
Date of appointment & term of appointment	22.01.2021 Appointed as Additional Director of the Company to hold office for a period 05 years from 22.01.2021
Age (Years)	50
Brief Resume/ Nature of Expertise in functional areas	He holds Masters degree in business administration and having 22-year vast experience in construction and worked with very prestigious Company like Microsoft, Nokia for managing their real estate work.
Relationship between directors interse	No relationship
Names of listed entities in which holds the directorship and the membership of Committees of the board	Nil
Shareholding (Numbers of shares)	Nil

None of the Directors and Key Managerial Personnel of the Company or their respective relatives except Mr. Prithvi Raj Singh is concerned or interested in the passing of the Resolutions

Item no:06

The Board at their meeting held on 22nd January,2021 in accordance with Sections 196, 197, 203 and Schedule V to the Act and other applicable provisions of the Companies Act, 2013 read with applicable rules (hereinafter referred to as "the Act") as amended upto date, the Article of Association of the company and subject to the ratification of his appointment by the shareholders to act as the Director of the company, Mr. Prithvi Raj Singh, (DIN :02876176),has appointed as the Managing Director of the



company for a period of 05 years commencing from 22nd January, 2021
Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Prithvi Raj Singh as Managing Director of the Company.

The Company has received intimation in Form DIR-8 from Mr. Prithvi Raj Singh, he is not disqualified from being appointed as Managing Director

The resolution seeks the approval of members for the regularization of Mr Prithvi Raj Singh as Managing Director of the Company commencing from 22nd January,2021 not retire by rotation as per the terms and conditions set out in the notice

In the opinion of the Board, Mr. Prithvi Raj Singh fulfills the conditions for his as specified in the Act and the SEBI Listing Regulations.. Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. Prithvi Raj Singh, the Board of Directors at its meeting held on 22nd January,2021 approved the appointment of Mr Prithvi Raj Singh as mentioned in the resolution.

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:

Brief Profile of Mr. Prithvi Raj Singh

Name of the Director	Mr. Prithvi Raj Singh
Reason for change viz. appointment, resignation, removal, death or otherwise	Regularization of Appointment
Date of appointment & term of appointment	22.01.2021 Appointed as Managing Director of the Company to hold office for a period 05 years from 22.01.2021
Age (Years)	50
Brief Resume/ Nature of Expertise in functional areas	He holds Masters degree in business administration and having 22-year vast experience in construction and worked with very prestigious Company like Microsoft, Nokia for managing their real estate work.
Relationship between directors interse	No relationship
Names of listed entities in which holds the directorship and the membership of Committees of the board;	Nil

Shareholding (Numbers of shares)	Nil

None of the Directors and Key Managerial Personnel of the Company or their respective relatives except Mr. Prithvi Raj Singh is concerned or interested in the passing of the Resolutions

Item no:07

The Board at their meeting held on 11th August,2021 on the recommendation of the Nomination and Remuneration Committee & subject to the ratification of his appointment by the shareholders to act as the Director of the company has appointed Mr. Pramod Bhatnagar as an Additional Director of the company, as per the provisions of section 161 of the Companies Act,2013, she holds her office as an additional director upto the forthcoming Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Pramod Bhatnagar as Director of the Company.

The Company has received intimation in Form DIR-8 from Mr. Pramod Bhatnagar, he is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and his consent to continue as an Independent Director.

The resolution seeks the approval of members for the regularization of Mr Pramod Bhatnagar as an Independent Director of the Company commencing from 11th August,2021 to 10 August,2026 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. He is not liable to retire by rotation.

In the opinion of the Board, Mr. Pramod Bhatnagar fulfills the conditions for his appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management. Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. Pramod Bhatnagar , the Board of Directors at its meeting held on 11TH August, 2021 approved the appointment of Mr Pramod Bhatnagar as mentioned in the resolution.

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:

Brief Profile of Mr. Pramod Bhatnagar

Name of the Director	Mr. Pramod Bhatnagar
Reason for change viz. appointment, resignation, removal, death or otherwise	Regularization of Appointment
Date of appointment & term of appointment	11.08.2021 Appointed as an Additional Director (Non-Executive, Independent Director) of the Company to hold office in terms of Section 161(1) of the Companies Act, 2013.
Age (Years)	55
Brief Resume/ Nature of Expertise in functional areas	Mr. Pramod Bhatnagar is a Commerce Graduate from University of Delhi. He is having an experience of about 28 years and having specialization in the Field of Finance. He has gathered significant experience working with a diverse range of industries belonging to the manufacturing and Academic sectors.
Relationship between directors interse	N.A
Names of listed entities in which holds the directorship and the membership of Committees of the board;	Nil
Shareholding (Numbers of shares)	Nil

None of the Directors and Key Managerial Personnel of the Company or their respective relatives except Mr. Pramod Bhatnagar is concerned or interested in the passing of the Resolutions

Item no:08

The Board at their meeting held on 11th August,2021 on the recommendation of the Nomination and Remuneration Committee & subject to the ratification of his appointment by the shareholders to act as the Director of the company has appointed Mr. Dileep Kumar as an Additional Director of the company, as per the provisions of section 161 of the Companies Act,2013, she holds her office as an additional director upto the forthcoming Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Dileep Kumar as Director of the Company.

The Company has received intimation in Form DIR-8 from Mr. Dileep Kumar, he is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and his consent to continue as an Independent Director.

The resolution seeks the approval of members for the regularization of Mr Dileep Kumar as an Independent Director of the Company commencing from 11th August,2021 to 10 August,2026 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. He is not liable to retire by rotation.

In the opinion of the Board, Mr. Dileep Kumar fulfills the conditions for his appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management. Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. Dileep Kumar , the Board of Directors at its meeting held on 11TH August, 2021 approved the appointment of Mr Dileep Kumar as mentioned in the resolution.

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:

Brief Profile of Mr. Dileep Kumar

Name of the Director	Mr. Dileep Kumar
Reason for change viz. appointment, resignation, removal, death or otherwise	Regularization of Appointment
Date of appointment & term of appointment	11.08.2021 Appointed as an Additional Director (Non-Executive, Independent Director) of the Company to hold office in terms of Section 161(1) of the Companies Act, 2013.
Age (Years)	41
Brief Resume/ Nature of Expertise in functional areas	Mr. Dileep Kumar is a Commerce Graduate and Chartered Accountant form Institute of Chartered Accountant of India. He has a vast experience of 15 Year in financial management of the company
Relationship between directors interse	N.A
Names of listed entities in which holdsthe directorship and the membership of Committees of the board;	Nil
Shareholding (Numbers of shares)	Nil

None of the Directors and Key Managerial Personnel of the Company or their respective relatives except Mr. Dileep Kumar is concerned or interested in the passing of the Resolutions

Item no:09

APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY

M/s M K Jain & Co, Chartered Accountants (FRN.: 009694N), Statutory Auditors of the Company have tendered their resignation from the office of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the company. As envisaged by section 139(8) of the Companies Act, 2013 ("Act"), casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board of Directors in their meeting held on 12.11.2021 had appointed M/s Bansal & Co. LLP (FRN 01113N/N500079) as statutory auditors for a period of five years commencing from F.Y 2021-22 subject to the approval of shareholders in the ensuing A.G.M.

M/s Bansal & Co. LLP, Chartered Accountants (FRN 01113N/N500079), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution set out in item No. 09 is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Item no:10

APPROVAL OF BORROWING LIMITS OF THE COMPANY

The Board of Directors at an Annual General meeting seeking approval of the members of the Company in terms of section 180 (1)(c) of the Companies Act, 2013 for borrowing monies on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of Rs. 7.50 Crores (Rupees Seven Crores Fifty Lacs only) at any point of time including interest, charges, etc. payable thereon. Under Section 180 of the Act, the above powers of the Board are required to be exercised only with the consent of the company by a Special Resolution.

The Board of Directors be and is hereby authorized to borrow from time to time a sum not exceeding Rs. 7.50 Crores (Rupees Seven Crores Fifty Lacs) for the ongoing projects and the expansion of business activities of the Company and on such terms and conditions as it may deem fit under Section 180(1)(c) of the Companies Act, 2013.

The Directors recommend the Resolution at Item Nos. 10 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is

concerned or interested in the passing of the Resolutions.

Item no:11

AUTHORSATION FOR LOANS AND INVESTMENT BY THE COMPANY:

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of

Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or,

ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

As a measure of achieving greater financial flexibility and to enable optimal financing structure , this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors for make or give loans to any persons and/or companies and/or to make investment by acquiring by way of subscription, purchase or otherwise in shares, debentures and/or other securities and to give on behalf of the Company, any Guarantee and/or provide any security in connection with any loans or loans made by any other person to, or to any other person by, any other person(s)/Companies/Body Corporate(s) for an amount not exceeding Rs. 7.50 Crore (Rupees Seven Crores Fifty Lacs)

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed to be made out of own/ surplus funds and or any other sources including borrowing , if necessary to achieve long term strategic and business objectives.

The Directors recommend the Resolution at Item Nos. 11 of the accompanying Notice for the approval of the members of the company

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution .

Item no:12

APPROVAL OF LOAN TO ENTITY IN WHICH THE DIRECTOR IS INTERESTED

As per the provisions of Section 185 of the Companies Act, 2013 a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement. The management is of the view that the Company may be required to invest surplus funds, if available in any other body corporate(s) in which the Directors of the Company are interested, as and when required. Hence, as an abundant caution, the Board decided to seek approval of the

shareholders pursuant to the amended provisions of Section 185 of the Act to advance any loan, including any loan represented by book debt, to other body corporate(s) in whom any of the Directors of the Company is interested or to give guarantee or provide any security in connection with any loans/ debentures / bonds etc. raised by any other body corporate(s) in whom any of the Directors of the Company is interested up to an aggregate amount approved by the shareholders of the Company u/s 186 of the Companies Act, 2013, from time to time, in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

The Board of Directors recommends resolution as set out in item No. 12 for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Item no: 13

APPROVAL OF RELATED PARTY TRANSACTIONS

The Company in its ordinary course of business and/or on arm's length basis provide consultancy services on Hotels and Real Estate Business .During the course of its business the Company also provide consultancy services to Windsor Infrastructure Limited, further the company may require funds for its shorts term working capital requirements .The Company has noted that Windsor Infrastructure Limited fall under the category of a related party of the Company in terms of the provisions of the Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements). Regulations, 2015(LODR) as amended from time to time .The provisions of the LODR consider a transaction with a related party material if the transaction /transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company. Further, the Listing Agreement requires all material related party transactions to be approved by the shareholders through a special resolution and the related parties shall abstain from voting on such resolutions.

The Company envisages that the transaction(s) entered into with Windsor Infrastructure Limited whether individually and/or in aggregate would exceed the stipulated threshold of ten percent of the annual consolidated turnover of the Company as per the last audited and financial statements of the Company during a financial year of the Company. The Company therefore requires approval of the shareholders through a special resolution for entering into contract(s)/ arrangement (s)/ transaction(s) with Windsor Infrastructure Limited up to a maximum amount as mentioned in the respective resolutions from the financial year 2021-22 and onward.

All related parties shall abstain from voting on these resolutions.

The relevant information is as follows:-

Sl No	Details	Description
1	Name of Related Party	Windsor Infrastructure Limited
2	Name of Director or KMP who is interested	Mr. Amit Rai
3	Nature of relationship	Mr. Amit Rai is a director in M/s Windsor Infrastructure Limited and he is one of the legal heirs of Mrs. Sadhana Rai the promoter and holder of 74.07 % shareholding of the company which is subject to transmission.. Further Mrs, Rai was also indirectly holds Windsor Infrastructure Limited upto 95% of its share capital.
4	Monetary Value	The estimated aggregate value of all transactions, agreements. Contracts for the matters proposed in the resolution shall not exceed Rs 7.50 Crores
5	Nature, material terms and particular of arrangement	It will depends on the requirements of the company. However such transactions would at all times be on arm's length basis and in the ordinary course of the company's business.
6	Any advance paid or received for the arrangements if any	As per general business norms

The Audit committee and the Board of the Directors of the Company have considered these proposed arrangements and limits at their respective meetings held on 12th November,2021 and have approved the proposed arrangements with the Related Party (i.e Windsor Infrastructure Limited)and have also decided to seek approval of shareholders by way of special resolution pursuant to section 188 of the Companies Act 2013 read with the Companies (Meeting of Board and its Powers) Rules , 2014 and Regulation 23 of the SEBI (LODR),2015

Shri Amit Rai, Mrs. Leela Bisht & their relatives are concerned or interested in the resolution.

None of the other Directors and Key Managerial Personnel or their relatives is in any way concerned or interested in the resolution.

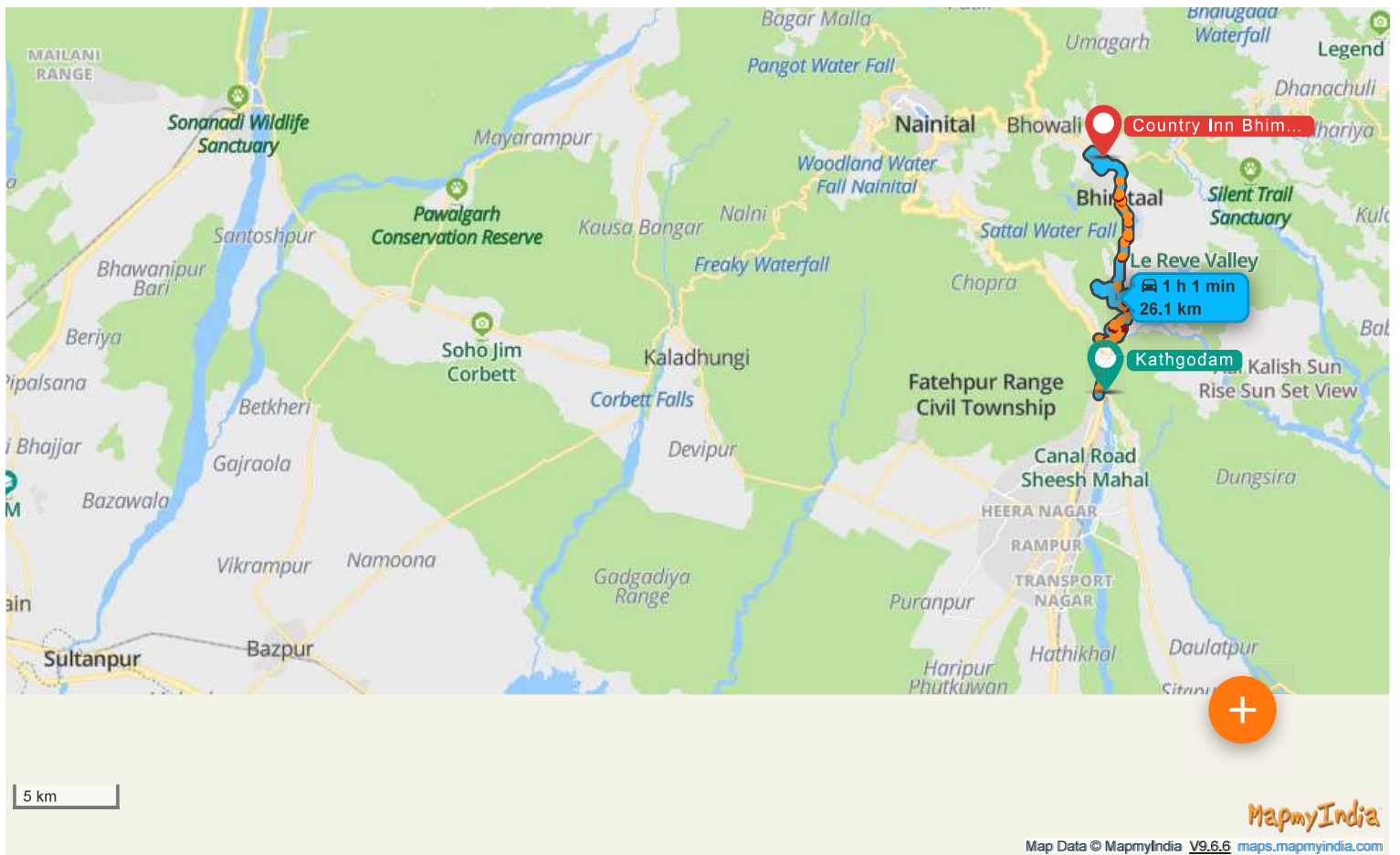
The Board of Directors recommends resolution as set out in item No. 13 for approval of the members of the Company by way of passing a Special Resolution

11/11/21, 1:19 PM

Get map Direction from Kathgodam to Country Inn Bhimtal, Bhowali, Bhimtal, Haldwani Road, Mehragaon, Nainital, Nainital District, Uttarakhand, 263136 - MapmyIndia

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VENUE MAP FOR THE 30TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON
10TH DECEMBER,2021 AT COUNTRY INN , MEHRAGAON,BHIMTAL, UTTARAKHAND-248179




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Nainital Road, SH 10
Distance ETA
26.1 km **1 h 1 min**

See along the route Directions List

-  **Kathgodam**
Start from here
-  **Head east**
90.50 Mts
-  **Right**
19.10 Mts
-  **Turn left onto Nainital Road**
2.84 km
-  **Turn right**
17.66 km
-  **Turn right**
2.66 km
-  **Continue straight**
1.97 km
-  **Turn left**
689.10 Mts
-  **Turn left**
123.90 Mts



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You have arrived at your destination



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You will arrive at your destination

5 km



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