

Date: 22<sup>nd</sup> June, 2018

To,

Mrs. Sadhana Rai,  
12, Aurangzeb Lane,  
New Delhi-110001

**Subject : Appointment as an Additional Director of Wellesley Corporation Limited "the Company"**

On behalf of the company I write to convey your appointment as an Additional Director (Non-Executive) of Wellesley Corporation Limited by the board of directors in their meeting held on 22<sup>nd</sup> June, 2018, as per the provisions of the Companies Act, 2013 with effect from 22<sup>nd</sup> June, 2018, subject to the approval of shareholders in the ensuing 27<sup>th</sup> Annual General Meeting of the company which is going to be held on 08<sup>th</sup> September, 2018.

The terms of your appointment, subject to the Articles of Association of the Company, are set out below:

**I. Role and Duties**

Your role and duties will be those normally required of a Non-Executive Director under the Companies Act, 2013 and the SEBI (LODR), Regulations, 2015. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are as under:

- I. You shall act in accordance with the Company's Articles of Association.
- II. You shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company.
- III. You shall discharge your duties with due and reasonable care, skill and diligence.
- IV. You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.
- V. You shall not assign your office as Director and any assignments so made shall be void.

In addition to the above requirements the Board of Directors also expect you to perform the following functions:

- I. You should constructively help in developing proposals on strategy for growth of the Company.
- II. You should evaluate the performance of management in achieving agreed goals and objectives.



- III. You should satisfy yourself on the integrity of financial information and that financial controls and systems of risk management are effective and defensible.
- IV. You will take responsibility for the processes for accurately reporting on performance and the financial position of the Company.
- V. You should keep governance and compliance with the applicable legislation and regulations under review and the conformity of Company's practices to accepted norms.

**2. Liability**

Being a director your liability shall be regulated as per the provisions of Companies Act, 2013, rules made thereunder and the SEBI (LODR), Regulations, 2015.

**3. Technology**

Being a Director, you may make use of video, telephone, electronic mail 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.

**4. Conflict Of Interest**

By accepting this appointment, you will be deemed to have confirmed that any other position you hold including your directorships in other organisations shall not give rise to any conflicts of interest in relation to your appointment as a Director of the Company. Should you become aware of any conflict of potential conflict during your appointment, you are expected to notify the same to the Company Secretary/Board.

**5. Disclosures**

You shall be required to submit certain information's like your nature of interest by means of directorship/holding shares/beneficiary interest in firms, trusts, companies in form MBP-1, and an intimation u/s 164(2) read with rule 14(1) of the Companies Act (Appointment and Qualifications of Directors), Rules, 2014 regarding your disqualifications if any during the last three years.

Further as prescribed by SEBI vide its order dated 14/06/2018 to the stock exchanges and further BSE Circular no: LIST/COMP/14/2018-19 dated 20<sup>th</sup> June, 2018, you have to vacate the office of directorship if you get debarred pursuant to any SEBI order or any other such authority, at any time in future.

**6. Directors Fees & Rotation of Director**

You shall be paid sitting fees of Rs 2000/- for attending the each meeting of Board as well as Committee attended by you.

The Company shall reimburse you all travelling, hotel, and other incidental expenses properly and reasonably incurred by you in performance of duties as per provisions of the Companies Act, 2013 in conjunction with the Company rules and policies.

By virtue of Section 152(6)(a) of the Companies Act, 2013, your appointment is subject to retire by rotation at every Annual General Meeting.



7. **Review**

The performance of individual directors, the whole Board and its committees is evaluated annually. If, in the interim, there are any matters which cause you concern about your role you should discuss them with the other directors as soon as you can.

8. **Confidentiality, Access to Company Records & Code of Conduct**

- a. Under Company Law, Directors have a right of access to Company's documents and records, including financial records.
- b. Any confidential information which may come to the knowledge in the performance of duties as the Director of the Company must not be divulged, except so far as :
  - i. may be necessary in connection with the proper performance of duties towards the Company.
  - ii. the company may from time to time authorise its Directors 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 ;
  - iii. as may be required by law to disclose.
- c. You are subject to abide by the "WCL-Code of conduct for Prevention of Insider Trading & Fair Disclosure of Unpublished Price Sensitive Information policy" which is enclosed herewith as Annexure:

9. **Applicable Laws**

- a. The laws of India shall govern this appointment.

Kindly confirm your agreement to the terms set out above by signing the endorsement on the enclosed copy of this and forward the same on the corporate office of the company.

Yours sincerely,

**FOR WELLESLEY CORPORATION LIMITED**

*Gyanendra Mishra*  
Name: *Gyanendra Mishra*  
Designation: *Managing Director*  
Din: *014448230*



I have read and agree to the terms regarding my appointment as the Director of the Company .

*Sadhana Rai*  
Signatures:

Name: Mrs Sadhana Rai.  
DIN: 01585720  
Date: *22/06/18*  
Place: New Delhi



**CODE OF CONDUCT  
PREVENTION OF INSIDER TRADING  
&  
FAIR DISCLOSURE OF  
UNPUBLISHED PRICE SENSITIVE INFORMATION**

**CONTENTS**

Introduction	2
Definitions	3
Restrictions on Procurement of Unpublished Price Sensitive Information	6
Responsibilities of Designated Employees	7
Trading Window & Trading Plans	9
Compliance officer	11
Duties of Compliance officer	12
Disclosures-Initial & Continues	13
Penalty for Contravention	14
Annexure:-I & II	



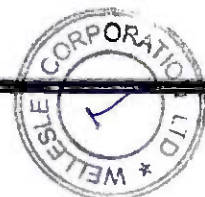
## I. INTRODUCTION

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, has amended the SEBI (Prohibition of Insider Trading) Regulations, 1992 [hereinafter referred to as the Regulations] under the powers conferred on it under the SEBI Act, 1992. These regulations are made applicable to all companies whose shares are listed on Indian Stock Exchange(s).

In view of such changes, the Company has to amend its Insider Trading Policy, and have to lay down a fair disclosure process of unpublished price sensitive information.

The Code is based on the principle that Directors, Officers, and Employees of "WELLESLEY CORPORATION LIMITED" owe, among others, a fiduciary duty to the shareholders of the Company to place the interest of the shareholders above their own and conduct their personal securities transactions in a manner that does not create any conflict of interest situation.

The Code is also intended to serve as a guiding charter for all concerned persons associated with the functioning of listed companies and their dealings in Securities of such companies as well to ensure prompt, uniform and universal dissemination of unpublished Price Sensitive Information.



## 2. DEFINITIONS

As used in this Code

(a) **Board** means Board of Directors of the Company.

(b) **Code** means this Code of Conduct For Prevention of Insider Trading & Fair Disclosure of Unpublished Price Sensitive Information, including modifications made thereto from time-to-time.

(c) **Connected person**

(i) which means any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access and includes :-

(a) An immediate relative of the connected persons.

(b) A holding company or associate company or subsidiary company; or

(c) An intermediary as specified in section 12 of the Act or an employee or director thereof; or

(d) An investment company, trustee company, asset management company or An employee or director thereof; or

(e) An official of a stock exchange or of clearing house or corporation; or

(f) A member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or

(g) A member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or

(h) An official or an employee of a self-regulatory organization recognised or authorized by the Board; or

(i) A banker of the company; or

(j) A concern, firm, trust, Hindu undivided family, company or association of



persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

ii) In possession of or having access to unpublished price sensitive

(c) **Company** means Wellesley Corporation Limited.

(d) **Compliance Officer** means an Employee appointed by the Board for the implementation of and overseeing compliance with the Regulations and the Code across the Company.

(e) **Dealing in Securities** means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in the Securities of the Company either as principal or agent.

(f) **Designated Employee/Specified Persons** means

(i) Such employees in the top three layers of the management as may be identified by the Compliance Officer in consultation with the Managing Director or the Chief Executive Officer of the Company. and

(ii) any other employee as may be designated by the Compliance Officer in consultation with the Managing Director or Chief Executive Officer of the Company considering the objectives of the Code.

(g) **Director** means a member of the Board of Directors of the Company.

(h) **Immediate relative** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;

(i) **Employee** means every employee of the Company (whether working in India or abroad) including the Directors in the employment of the Company.

(j) **Insider** means any person who, is or was connected with the Company or is deemed to have been connected with the Company, and who is reasonably expected to have access to unpublished Price Sensitive Information in respect of Securities of the Company, or who has received or has had access to such unpublished Price Sensitive Information.

(k) **Officer** includes any Director, Manager or Company Secretary or any person in accordance with whose directions or instructions the Board of Directors of the Company or any one or more of the Directors is or are accustomed to act including an Auditor.



**Wellesley Corporation Limited**

Code of Conduct For Prevention of Insider Trading & Fair Disclosure of Unpublished Price Sensitive Information



(l) **Unpublished price sensitive information** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: -

(i) Financial results;

(ii) Dividends;

(iii) Change in capital structure;

(iv) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;

(v) Changes in key managerial personnel; and

(vi) Material events in accordance with the listing agreement

(m) **Securities** include:

(i) Shares, scrips, bonds, debentures, debenture stock or other marketable securities of a like nature

(ii) Such other instruments recognized as securities and issued by the Company from time-to-time, but shall not include any kind of derivatives in the Securities of the Company

(n) **Specified Persons** - the Directors, the Officers, and the Designated Employees are collectively referred to as Specified Persons

(o) **Trading** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly ;

(p) **Trading day** means a day on which the recognized stock exchanges are open for trading;

All terms used in this Code but not defined hereinabove shall have the meanings ascribed to them under the Regulations or the Companies Act, 2013





### 3. RESTRICTIONS ON PROCUREMENT OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1) No Insider shall - communicate, provide, or allow access to any unpublished price sensitive information, relating to the company, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

(2) No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the company, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

(3) Notwithstanding anything contained in this regulation, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:-

(i) Entail an obligation to make an open offer under the takeover regulations where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company;

(ii) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine.

(4) For purposes of sub-regulation (3), the board of directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of sub-regulation



(3), and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

#### **4. RESPONSIBILITIES OF DESIGNATED EMPLOYEES**

##### ***Preservation of Price Sensitive Information***

All the Designated employees shall maintain the confidentiality of all Price Sensitive Information (PSI) coming into their possession or control.

To comply with this confidentiality obligation:-

1) No person shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the company, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations

2) No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the company, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

(3) Notwithstanding anything contained in this regulation, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:-

(i) Entail an obligation to make an open offer under the takeover regulations where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company;

(ii) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine.



**Wellesley Corporation Limited**

Code of Conduct For Prevention of Insider Trading & Fair Disclosure of Unpublished Price Sensitive Information



4) No person shall:-

- (i) Pass on PSI to any person directly or indirectly by way of making a recommendation for the purchase or sale of Securities of the Company or
- (ii) Disclose PSI to their family members, friends, business associates or any other individual or
- (iii) Discuss PSI in public places or
- (iv) Disclose PSI to any Employee who does not need to know the information for discharging his or her duties or
- (v) Recommend to anyone that they may undertake Dealing in Securities of the Company while being in possession, control or knowledge of PSI or
- (vi) Be seen or perceived to be Dealing in Securities of the Company on the basis of unpublished PSI.

*Need to know*

- The Specified Persons who are privy to unpublished PSI shall handle the same strictly on a "Need to Know" basis.
- This means the unpublished PSI shall be disclosed only to those persons within the Company who need to know the same in the course of performance or discharge of their duty and whose possession of unpublished PSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.
- All non-public information directly received by any Employee shall be immediately reported to the Head of the Department.

*Limited access to confidential information*

The Specified Persons privy to confidential information shall, in preserving the confidentiality of information, and to prevent its wrongful dissemination, adopt among others, the following safeguards

- Files containing confidential information shall be kept secure.
- Computer files must have adequate security of login through a password.
- Follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time to-time in consultation with the person in charge of the information technology function.



## 5. TRADING WINDOW & TRADING PLANS

### TRADING WINDOW:

- Other than the period(s) for which the Trading Window is closed as prescribed hereunder, the same shall remain open for Dealing in the Securities of the Company.
- Unless otherwise specified by the Compliance Officer, the Trading Window for Dealing in Securities of the Company shall be closed for the following purposes-
  - (a) declaration of financial results (quarterly, and annual)
  - (b) declaration of dividends (interim and final),
  - (c) issue of Securities by way of public/rights/bonus etc.,
  - (d) any major expansion plans or execution of new projects,
  - (e) amalgamation, mergers, takeovers and buy-back,
  - (f) disposal of whole or substantially whole of the undertaking, and
  - (g) any significant changes in policies, plans or operations of the Company.
- The Trading Window shall be closed from the closure of the business hours of the day on which any notice issued with regards to any of the above said purposes and shall be opened 48 (Twenty-four) hours after the information referred to above is made public.
- All the Specified Persons shall strictly conduct all their dealings in the Securities of the Company only when the Trading Window is open and no Specified Person shall deal in the Securities of the Company during the period the Trading Window is closed or during any other similar period as may be specified by the Compliance Officer from time-to-time.
- The trading window shall also be applicable to any person having contractual or fiduciary relation with the company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company



### TRADING PLAN:-

(1) The Designated employees shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

(2) Such trading plan shall:-

(i) Not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;

(ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the company and the second trading day after the disclosure of such financial results;

(iii) Entail trading for a period of not less than twelve months;

(iv) Not entail overlap of any period for which another trading plan is already in existence;

(v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and

(vi) Not entail trading in securities for market abuse.

3. The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.



4. Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed

*NOTE:* Every Designated employee shall obtain a trading plan approval as per the procedure prescribed hereunder for any dealing in any Securities of the Company proposed to be undertaken by such Specified Person / his / her Dependent. Such trading plan approval would be necessary, only if the cumulative dealing in any financial year exceeds 500 Securities or Rs. 10000 (market value) or 1% of total shareholding or voting rights, whichever is higher.

*Pre-clearance Procedure & Approval*

- For the purpose of obtaining a trading plan approval, the concerned Specified Person shall make an application in the prescribed form (Annexure: I).
- The Compliance Officer shall consider the application made as above and shall approve it forthwith preferably on the same working day but not later than the next working day unless he/she is of the opinion that grant of such an approval would result in a breach of the provision of this Code, or the Regulations.

**6. COMPLIANCE OFFICER**

- The company secretary of the company shall act as the Compliance Officer to ensure compliance and for effective implementation of the Regulations and also this Code across the Company.
- The Compliance Officer shall report to the Managing Director or Chief Executive Officer as the case may be.
- The Compliance Officer shall hold the position so long as he/she is in the employment of the Company.
- The Compliance Officer shall act as the focal point for dealings with SEBI in connection with all matters relating to the compliance and effective implementation of the Regulations and this Code.



## 7. DUTIES OF THE COMPLIANCE OFFICER

The Compliance Officer shall be responsible for

- Setting forth policies in consultation with the Board of Directors/Managing Director.
- Prescribing procedures for various activities referred to in the Code.
- Monitoring adherence to the rules for the preservation of "Price Sensitive Information.
- Grant of trading plan approvals to the Specified Persons for dealings in the Company's Securities by them /their Dependents and monitoring of such dealings.
- Implementation of this Code under the general supervision of the Board of Directors.
- The Compliance Officer shall maintain a record (either manual or in electronic form) of the Specified Persons and their Dependents and changes thereto from time-to-time.
- The Compliance Officer shall assist all the Employees in addressing any clarifications regarding the Regulations and this Code.
- The Compliance Officer shall place status reports before the Board of Directors, detailing dealings in the Securities by the Specified Persons along with the documents that such persons had executed in accordance with the pre-dealing procedure prescribed under the Code on a monthly basis.
- The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- The Compliance Officer shall maintain records of all the disclosures/declarations in an appropriate form for a minimum period of 5(five) years from the date of the filing thereof.
- Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.



- Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.

## 8. DISCLOSURES -INITIAL & CONTINUES.

### (1) *Initial Disclosures.*

(a) Every promoter, key managerial personnel and director of every company whose securities are listed on any recognised stock exchange shall disclose his holding of securities of the company as on the date. (In Annexure:-II)

(b) Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter.

### (2) *Continual Disclosures.*

(a) Every promoter, employee and director of every company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified;

(b) Every company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.





## 9. PENALTY FOR CONTRAVENTION

- Every person, to whom the Code is applicable, shall be individually responsible for complying with the provisions of this Code (including to the extent the provisions hereof are applicable to his/ her immediate relatives).
- Any person who violates the Code, shall, in addition to any other penal action that may be taken against him under any law, also be subject to disciplinary action by the Company.
- The action by the company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.
- In case it is observed by the company/Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI shall be informed by the company.

