

Date: 14th May,2018

To,
The General Manager
Corporate Relationship Department,
BSE Limited
1st Floor, New trading Ring,
Rotunda Building, PJ Towers,
Dalal Street, Fort, Mumbai-400001

Script Code/Symbol: 532016/Wellesley

Sub: Results of Postal Ballot & E-Voting

Dear Sir,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Voting Results of Postal Ballot and E-voting along with the Scrutinizer Report dated 14th May, 2018 issued by Mr. Vijay Kumar Kaul Practicing Company Secretary (FCS - 2719, CP - 4722) for the Special resolutions as set out under the postal ballot notice dated 05th April,2018

The members by requisite majority have passed all the resolutions.

Kindly acknowledge the same and intimate the members accordingly.

Thanking you
Yours faithfully
For WELLESLEY CORPORATION LIMITED



(Sumeer Narain Mathur)
Company Secretary & Chief Financial Officer
Membership No:FCS-9042



Encl: As above

COMBINED SCRUTINIZER'S REPORT

ON

E-VOTING & POSTAL BALLOT PROCESS

(Pursuant to Section 108 and 110 of the Companies Act,2013 read with Rule 20 & 22 of the Companies (Management and Administration), Rules,2014)

Date:14thMay,2018

To,
The Managing Director,
Wellesley Corporation Limited
New Delhi.

Subject:Scrutinizer Report on E-Voting and Postal Ballot Process conducted pursuant to the provisions of Section 108& 110 of the Companies Act,2013 read with rule 20 and 22 of the Companies (Management and Administration)Rules,2014.

Dear Sir ,

The Board of Directors of Wellesley Corporation Limited (' the Company') vide resolution passed on 05th April,2018 , decided to provide to the members of the Company, a facility to exercise their voting on the resolutions for :-

1. Amendment in the Main Object Clause of the Memorandum of Association of the company by combining , refreshing and recasting the existing objects clause together with inserting new main object clause of 'Hotel Business',subject to the approval of shareholders through postal ballot and other requisite approval and permissions as applicable in accordance with the provisions of Companies Act,2013.
2. Adoption of new set of Memorandum of Association of the Company as per 'TableA'
3. Adoption of new set of Articles of Association of the Company as per 'Table F'.

pursuant to the provisions of Section 108 & 110 of the Companies Act,2013 read with rule 20 & 22 of the Companies (Management and Administration), Rules, 2014.

I , Vijay Kumar Kaul, Company Secretary in Practice having membership no:FCS:2719, COP:4722, proprietor of Vijay Kauland Co, Delhi have been appointed as the Scrutinizer by the Board of Directors of the Company vide Resolution passed on 05th April,2018 as required under section 108 of the Companies Act,2013 read with with rules 20 & 22 of the Companies (Management and Administration), Rules, 2014 for the purpose of scrutinizing



the e-voting process and Postal Ballot process in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as aforesaid.

The Management of the Company is responsible to ensure compliance with the requirements of of the Companies Act,2013 and Rules relating to voting through electronics means and Postal Ballot on the resolutions mentioned above. My responsibility as a Scrutinizer Company is restricted to ensure that the e-voting process and Postal Ballot processes is conducted in a fair and transparent manner and make the Scrutinizer Report of the votes cast "in favour" or "against" the resolutions stated above,based on the postal ballots received by the Company at B-210, Ansal Chamber-1, Bhikaji Cama Place, New Delhi-110066& report generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.

The Notice dated 05th April,2018 was sent to the shareholders of the Company alongwith statement setting out material facts under section 102 of the Companies Act,2013.

The members of the Company holding shares on the cut off date i.e 05th April,2018 were entitled to vote on the resolutions proposed and as set out in the Postal Ballot Notice.

In this regard , I submit by report as under:-

1. The e-voting period remained open from Thursday, 12th April,2018 (9:00 AM) to , Friday, 11th May,2018 (5:00 PM).
2. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses Mr V. Ramasamy & Mr. Rajan Sharma, not in the employment of the company at my office at 55, chawla complex, St. 1, A-215, Shakarpur, Vikas Marg, Delhi-110092.
3. The details containing list of shareholders who voted for or against each of the resolutions that were put to vote were downloaded from the e-voting website of NSDL (www.evoting.nsd.com)
4. I have scrutinized the votes cast through electronic means and through postal ballot process for the purpose of this report.
5. The company dispatched postal ballot fromsalongwith postage prepaid business reply envelopes to its members whose name appeared on the Register of Members /List of beneficiaries as on 05th April,2018 and whose email ids were not registered for e-voting.
6. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
7. The postal ballot forms were duly opened in my presence and scrutinized and matched /confirmed with the Register of Members of the company / list of beneficiaries as on 05th April,2018 being cut-off date for dispatch of postal ballot notice.
8. All postal ballot forms received at B-210, Ansal Chamber-1, BhikajiCama Place, New Delhi-110066,upto the close of working hours i.e 5:00 pm on Friday, 11th May,2018, the last date and time fixed by the company for receipt of the forms,were considered for my scrutiny.
9. Envelopes containing postal ballot forms received after 11th May,2018 were not considered for my scrutiny. Till the date of my report , I have not received any envelope after the close of working hours on Friday, 11th May,2018.
10. I did not find any defaced or mutilated postal ballot .



11. The particulars of all the votes cast by postal ballots as well as through e-voting process have been recorded in a register separately maintained for the purpose.

Sl No	Particulars	No. of Postal Ballot forms/e-voting options	No. of Shares
A	1. Total Postal Ballot forms received	22	3,30,301
	2. Total e-voting options received	5	1,00,00,204
	Total (1+2)	27	1,03,30,505
B	Less:Invalid postal ballot forms	2	200
C	1. Net valid postal ballot forms (As per register)	20	3,30,101
	2. Net e-voting options	5	1,00,00,204
	Total (1+2)	25	1,03,30,305

12. The result of e-voting is given below:

Sr No.	Particulars of Resolutions	Type of Resolution	Votes in favour (in numbers)	Votes in favour (in %)	Votes cast against (in numbers)	Votes cast against (in %)
1	Alteration in Main Objects of the Memorandum of Association of the Company	Special	1,00,00,204	100%	NIL	NIL
2	Adoption of new set of Memorandum of Association, as per Table F in accordance with Companies Act, 2013.	Special	1,00,00,204	100%	NIL	NIL
3	Adoption of new set of Article of Association, as per Table F in accordance with Companies Act, 2013	Special	1,00,00,204	100%	NIL	NIL

13. The result of Physical Postal Ballot is given below:

Sr No.	Particulars of Resolutions	Type of Resolution	Votes in favour (in numbers)	Votes in favour (in %)	Votes cast against (in numbers)	Votes cast against (in %)
1	Alteration in Main Objects of the Memorandum of Association of the	Special	3,30,101	100%	NIL	NIL



	Company					
2	Adoption of new set of Memorandum of Association, as per Table F in accordance with Companies Act, 2013.	Special	3,30,101	100%	NIL	NIL
3	Adoption of new set of Article of Association, as per Table F in accordance with Companies Act, 2013	Special	3,30,101	100%	NIL	NIL

14. The Combined results of e-voting and postal ballot process is given below:

Sr No.	Particulars of Resolutions	Type of Resolution	Votes in favour (in numbers)	Votes in favour (in %)	Votes cast against (in numbers)	Votes cast against (in %)
1	Alteration in Main Objects of the Memorandum of Association of the Company	Special	1,03,30,305	100%	NIL	NIL
2	Adoption of new set of Memorandum of Association, as per Table F in accordance with Companies Act, 2013.	Special	1,03,30,305	100%	NIL	NIL
3	Adoption of new set of Article of Association, as per Table F in accordance with Companies Act, 2013	Special	1,03,30,305	100%	NIL	NIL

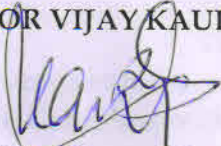
15. The register, all other papers and relevant records relating to voting have been handed over to the Company Secretary, Sumeer Narain Mathur for safe custody.



16. **RESULT:**All the resolutions have secured requisite majority of votes and the respective resolutions may be considered to have been passed.


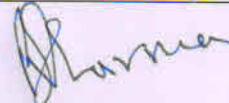
Thanking You,
Yours truly.

FOR VIJAY KAUL AND CO



(Vijay Kumar Kaul)
Membership no:FCS2719 COP No:4722

Signatures

	
Mr V. Ramasamy	Mr. Rajan Sharma
S/o Late R Vasudeva Iyer	S/o Late Shri. Datta Ram
R/o F-121/2, Dilshad Colony, New Delhi-110095	R/o D-22, Seemant Vihar, Kaushambi, Ghaziabaad-201010

