

Date: 29/08/2019

To,
BSE Limited
Corporate Relationship Department,
1st Floor, New trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort, Mumbai - 400 001

Code/Symbol:532016/Wellesley

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

Dear Sir,

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

In this regard, please find enclosed herewith:-

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

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

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

Thanking You

Yours truly

FOR WELLESLEY CORPORATION LIMITED

Sumeer Narain Mathur

(Company Secretary & Chief Financial Officer)



Annexure: 1

SUMMARY OF PROCEEDINGS OF THE 28TH ANNUAL GENERAL MEETING

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

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

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



ORDINARY BUSINESS

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

SPECIAL BUSINESS

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

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

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

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

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

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

Thanking you

Yours faithfully

For **WELLESLEY CORPORATION LIMITED**


(Sumeer Narain Mathur)

Company Secretary & Chief Financial Officer



Voting Results for the 28th Annual General Meeting of Wellesley Corporation Limited

Anwar - IT

Date of AGM	28th August, 2019
Total number of shareholders on record date	1974
No of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group	1
Public	18
No of shareholders attended the meeting through Video Conferencing	
Promoter and Promoter Group	Not Applicable
Public	Not Applicable

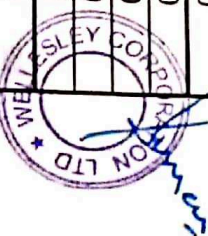
Agenda-wise disclosure (to be disclosed separately for each agenda item)

ITEM NO:1

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

Resolution required (Ordinary/Special)	ORDINARY
Whether promoter/ promoter group are interested in the agenda/resolution?	NO

Category	Mode of Voting	No of Shares held	No of votes polled	% of votes polled on outstanding shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	1	2	(3) = ((2/1)*100)	4	5	(6) = ((4/2)*100)	(7) = ((5/2)*100)
	Poll	10000000	10000000	100	10000000	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	10000000	10000000	100	10000000	0	100	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
Public Non-Institutions	Total	0	0	0	0	0	0	0
	E-Voting	228	228	100	228	0	100	0
	Poll	2032052	2032052	100	2032052	0	100	0
Total	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	2032280	2032280	0	2032280	0	100	0
	Total	12032280	12032280	0	12032280	0	100	0



Voting Results for the 28th Annual General Meeting of Wellesley Corporation Limited
28th August, 2019

Date of AGM	28th August, 2019
Total number of shareholders on record date	
No of shareholders present in the meeting either in person or through proxy:	1
Promoter and Promoter Group	18
Public	
No of shareholders attended the meeting through Video Conferencing	Not Applicable
Promoter and Promoter Group	Not Applicable
Public	

Agenda-wise disclosure (to be disclosed separately for each agenda item)

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

Resolution required (Ordinary/Special)	ORDINARY
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes

Category	Mode of Voting	No of Shares	No of votes	% of votes polled on	No of Votes in	No of Votes	% of votes in favour on	% of Votes against on
Promoter and Promoter Group	E-Voting	1	2	(3)=((2/1)*100)	4	0	(6)=((4/2)*100)	(7)=((5/2)*100)
	Poll	10000000	10000000	100	10000000	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	10000000	10000000	100	10000000	0	100	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-Voting	228	228	100	228	0	100	0
	Poll	2032052	2032052	100	2032052	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	2032280	2032280	0	2032280	0	100	0
Total		12032280	12032280	0	12032280	0	100	0



Voting Results for the 28th Annual General Meeting of Wellesley Corporation Limited

Date of AGM	28th August, 2019
Total number of shareholders on record date	1974
No of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group	1
Public	18
No of shareholders attended the meeting through Video Conferencing	
Promoter and Promoter Group	Not Applicable
Public	Not Applicable

Agenda-wise disclosure (to be disclosed separately for each agenda item)

ITEM NO:3

Appointment of Mr Saurabh Kedia (DIN:02476376) as a director of the company

Resolution required (Ordinary/Special)	ORDINARY
Whether promoter/ promoter group are interested in the agenda/resolution?	NO

Category	Mode of Voting	No of Shares held	No of votes polled	% of votes polled on outstanding shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	1	2	(3)=((2/1)*100)	4	5	(6)=((4/2)*100)	(7)=((5/2)*100)
	Poll	10000000	10000000	100	10000000	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	10000000	10000000	100	10000000	0	100	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-Voting	228	228	100	228	0	100	0
	Poll	2032052	2032052	100	2032052	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	2032280	2032280	0	2032280	0	100	0
	Total	12032280	12032280	0	12032280	0	100	0



Voting Results for the 28th Annual General Meeting of Wellesley Corporation Limited

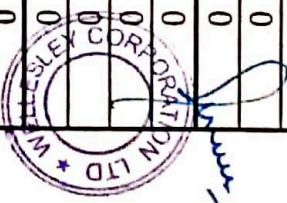
Date of AGM	28th August, 2019
Total number of shareholders on record date	1974
No of shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group Public	1 18
No of shareholders attended the meeting through Video Conferencing Promoter and Promoter Group Public	Not Applicable Not Applicable

Agenda-wise disclosure (to be disclosed separately for each agenda item)

ITEM NO:4 Re-appointment of Mr. Vishnu Gopal Rajgarhia (DIN:00480125) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013

Resolution required (Ordinary/Special)	SPECIAL
Whether promoter/ promoter group are interested in the	NO

Category	Mode of Voting	No of Shares	No of votes	% of votes polled on	No of Votes in	No of Votes	% of votes in favour on	% of Votes against on
Promoter and Promoter Group	E-Voting	1	2	(3)=((2/1)*100)	4	5	(6)=((4/2)*100)	(7)=((5/2)*100)
	Poll	10000000	10000000	100	10000000	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	10000000	10000000	100	10000000	0	100	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-Voting	228	228	100	228	0	100	0
	Poll	2032052	2032052	100	2032052	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	2032280	2032280	0	2032280	0	100	0
	Total	12032280	12032280	0	12032280	0	100	0



Vijay Kaul and Co
Company Secretaries

Combined Scrutinizer's Report on Remote E-Voting & Poll Voting Conducted
At the 28th AGM of Wellesley Corporation Limited

Date: 28th August, 2019

To,
The Chairman,
Wellesley Corporation Limited
New Delhi.

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

Sir,

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

Report on Scrutiny:

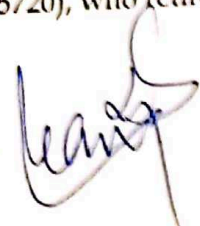
- The Company (Wellesley Corporation Limited) had appointed M/s National Depository Securities Limited (NSDL) as the service provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company.
- The Service provider had provided a system for recording the votes of the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



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

ORDINARY BUSINESS

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



SPECIAL BUSINESS

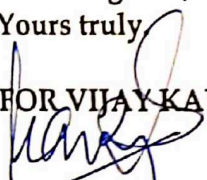
3. Appointment of Mr. SaurabhKedia (DIN:02476376) as a Director of theCompany.
4. Re-appointment of Mr. Vishnu Gopal Rajgarhia (DIN: 00480125) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013

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

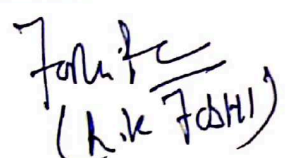
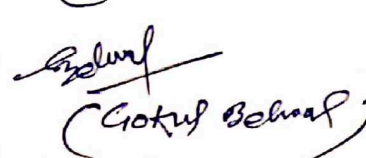
The ballot papers and all other relevant records relating to e voting and physical voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the chairperson signs the Minutes of AGM.

Thanking You,
Yours truly

FOR VIJAY KAUL AND CO


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

Witnesses:

- 1) 
(A.K. Jadhav)
- 2) 
(Gokul Behra)

Countersigned




Item no :01

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

I. Votes in favour of the resolution

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

II. Votes against the resolution

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

III. Invalid votes

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

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7CS - 2719
COP - 4722

Item no :02

2. To appoint a director in place of Mrs Sadhana Rai (DIN01585720) who retires by rotation and being eligible, offers herself for re-appointment

I. Votes in favour of the resolution

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

II. Votes against the resolution

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

III. Invalid votes

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

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FCS-2719
COP-4722

Item no :03

Appointment of Mr Saurabh Kedia (DIN:02476376) as a director of the company

I. Votes in favour of the resolution

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

II. Votes against the resolution

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

III. Invalid votes

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

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COP - 4722

Item no :04

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

I. Votes in favour of the resolution

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

II. Votes against the resolution

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

III. Invalid votes

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

[Handwritten Signature]
FCS - 2719
COP - 4722