



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



## **Forward Looking Statement**

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

### **01 Corporate Information**

01

### **02 Statutory Reports**

|   |    |
|---|----|
| Notice of Annual General Meeting        | 02 |
| Directors Report                        | 05 |
| Management Discussion & Analysis Report | 08 |
| Corporate Governance Report             | 10 |
| Secretarial Audit Report                | 21 |

### **03 Financial Reports**

|                                |    |
|--------------------------------|----|
| Finance Statements             | 40 |
| Proxy Form                     | 57 |
| E-Voting Instructions          |    |
| User id & Password of E-Voting |    |

## Corporate Information

### BOARD OF DIRECTORS

**Mr. Vishnu Gopal Rajgarhia**

*Director (Independent)*

(DIN:00480125)

**Mrs. Kirti Gupta**

*Director (Independent)*

(DIN:02887259)

*Resigned w.e.f 11<sup>th</sup> November, 2017*

**Mr. Deepak Jalan**

*Director (Independent)*

(DIN:01610473)

**Mr. Gyanendra Prakash**

*Managing Director*

(DIN:01444823)

**Mr. Piyush Prakash**

*Director (Independent)*

(DIN:01352769)

**Mr. Manoj Gupta**

*Director (Non Executive)*

(DIN:00061630)

*Resigned w.e.f 21<sup>st</sup> September, 2017*

### BOARD COMMITTEES

#### AUDIT COMMITTEE

**Mr. Vishnu Gopal Rajgarhia**

*Chairman*

**Mr. Deepak Jalan**

*Member*

**Mrs. Kirti Gupta**

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

**Mr. Piyush Prakash**

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

#### NOMINATION & REMUNERATION COMMITTEE

Mr. Deepak Jalan

*Member*

Mr. Piyush Prakash

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

Mr. Vishnu Gopal Rajgarhia

*Member*

Mrs. Kirti Gupta

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

#### STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Vishnu Gopal Rajgarhia

*Member*

Mr. Deepak Jalan

*Member*

Mr. Piyush Prakash

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

Mrs. Kirti Gupta

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

#### COMMITTEE OF DIRECTORS

Mr. Vishnu Gopal Rajgarhia

*Member*

Mr. Deepak Jalan

*Member*

Mr. Piyush Prakash

*Member*

Mrs. Kirti Gupta

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

#### RISK MANAGEMENT COMMITTEE

Mr. Vishnu Gopal Rajgarhia

*Member*

Mr. Deepak Jalan

*Member*

Mr. Piyush Prakash

*Member*

Mrs. Kirti Gupta

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

#### COMPANY SECRETARY & CHIEF FINANCIAL OFFICER

Mr. Sumeer Narain Mathur

#### STATUORY AUDITORS

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

#### BANKERS

ICICI Bank, New Delhi

#### REGISTRAR & TRANSFER AGENT

M/s Sky Line Financial Services Pvt Ltd

D-153-A, 1st Floor, Okhla Industrial area Phase-I, New Delhi-110020

Tel:91-11-40450193-97 Fax: 91-11-30857562

Email:admin@skylinerta.com

#### REGISTERED OFFICE

Shop# 1, Country Inn, Mehrauda,

Bhimtal, Uttarakhand 248179

#### CORPORATE OFFICE

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

#### INVESTOR EMAIL ID:

investor@wellesleycorp.com

#### WEBSITE

www.wellesleycorp.com

#### LISTING OF EQUITY SHARES

Bombay Stock Exchange

(Code/Symbol : 532016/ Wellesley)

(ISIN:INE176O01011)

**CORPORATE IDENTIFICATION NUMBER: L45202UR1991PLC000604**

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 27TH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON SATURDAY THE 08TH SEPTEMBER, 2018 AT 10:00 AM AT "COUNTRY INN HOTEL & RESORTS", MEHRAGOAN, BHIMTAL, UTTARAKHAND-248179, TO TRANSACT THE FOLLOWING BUSINESS:-

### ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon.

### SPECIAL BUSINESS:-

2. To consider and if thought fit to pass, with or without modification(s), the following resolution as "Ordinary Resolution" **"RESOLVED THAT** Mrs Sadhana Rai (DIN 01585720), who was appointed as an Additional Director of the Company w.e.f 22nd June, 2018 in pursuance of Article 60 of the Articles of Association of the Company and who by virtue Section 161 of the Companies Act, 2013 to the extent applicable, holds office up to the date of the forthcoming Annual General Meeting, but being eligible, be and is hereby appointed as Director of the Company".
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as a "Ordinary Resolution": **"RESOLVED THAT** pursuant to the provisions of Section 20 of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, consent of the members be and is hereby accorded to charge from the member such fees in advance equivalent to estimated actual expenses of delivery of the documents through a particular mode as requested by the member.

By order of the Board of Directors

**Sumeer Narain Mathur**  
Company Secretary &  
Chief Financial Officer

**Membership no:** FCS9042  
**Address:** Houseno:04, Seemant  
Vihar, Behind Radisson Hotel,  
Kaushambi, Ghaziabad-201014

Date: 30<sup>th</sup> May, 2018

Place: New Delhi

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HERSELF/HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE**

### **DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable.

1. Only registered members of the Company holding shares as on the cut-off date decided for the purpose, being 31st August, 2018, or any proxy appointed by such registered member may attend and vote at the Annual General Meeting as provided under the provisions of the Companies Act, 2013.
2. Electronic copy of the Notice of the aforesaid Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the aforesaid Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. The cut-off date is decided for the purpose of reckoning the number of shareholders eligible to receive notice of AGM is 31st August, 2018
3. **Voting Rights:** Shareholders holding Equity Shares shall have one vote per share as shown against their holding and shareholders
4. **VOTING THROUGH ELECTRONIC MEANS** In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
5. Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physical and e-voting, then votes cast through

e-voting shall be only be taken into consideration and treated valid whereas votes cast physically at the meeting shall be treated as invalid. The "E-Voting" procedure along with the user id and password of each shareholder is annexed along with the proxy form at the end of the annual report.

6. Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
7. Members/Proxies should fill in the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold share(s) in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the Meeting.
10. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays between 11.00 A.M. and 2.00 P.M. up to the date of the Meeting.
11. The Company's Register of Members and Transfer Books will remain closed from 05th September, 2018 to 11th September, 2018 (both days inclusive) for the purpose of the Meeting, and the "E-Voting" facility shall be open for the period from 09:00 hours of 05th September, 2018 to 17:00 hours of 07th September, 2018, after this period the event will be no longer available for casting votes by "E-Voting" mechanism.
12. Members are requested to intimate immediately any change in their address or other mandates to their Depository Participants with whom they are maintaining their demat accounts. The Company or its Registrar and Transfer Agent cannot change mandates for shares in electronic form.
13. Members holding shares in physical form are requested to advise any change of address or bank mandates immediately to the Company / Registrar and Transfer Agent, Skyline Financial Services Pvt Limited.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
15. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Transfer Agent.
16. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
17. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Transfer Agent, for consolidation into a single folio.
18. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.
19. Mr. Vijay Kaul, Practicing Company Secretary (Membership No.2719), Proprietor - M/s. Vijay Kaul and Co., Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
20. The Scrutinizer shall immediately after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days on conclusion of the annual general meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
21. As per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of e-voting are to be communicated to the BSE Limited, where the equity shares of the Company are listed, within 48 hours of the conclusion of the Annual General Meeting. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.wellesleycorp.com](http://www.wellesleycorp.com) and on the website of NSDL.
22. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, 08th September, 2018.
23. In respect of the information to be provided under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pertaining to the Directors being appointed, Members are requested to kindly refer to the chapter on Corporate Governance in the Annual Report.
24. The route map of the venue of the Meeting is attached at the end of the Annual Report.

25. Members who have not registered their e-mail addresses so far are requested to register their e-mail address with their DP in case shares are held in electronic form or with the Company's Registrar & Transfer Agent - SLFSPL in case shares are held in physical form so that they can receive the Annual Report and other communication from the Company electronically.
26. The Members desiring any information as regards to accounts are requested to write to the Company at an early date, so as to enable the Company to keep information ready.
27. As a measure of economy, copies of Annual Report will not be distributed at the Meeting. Members are therefore requested to bring their copy of the Annual Report to the Meeting
28. Members may please note that no gifts will be distributed at the Meeting.
29. The Registers maintained pursuant to the provisions of Sections 170 & 189 of the Companies Act, 2013 and rules thereunder will be made available for inspection by Members of the Company at the Meeting.

**I-EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

**Item no:2**

The Board at their meeting held on 22nd June,2018 on the recommendation of the Nomination and Remuneration Committee has appointed Mrs. Sadhana Rai in the board as an Additional Director of the company, as per the provisions of section 161 of the Companies Act,2013, she holds her office as additional director upto the forthcoming Annual General Meeting.

As the Nomination and Remuneration Committee along with Board of Directors has recommended her name for directorship, as per section 160 of the Companies Act,2013 as amended by the Companies (Amendment), Act,2017 the requirement of deposit is no longer required.

Mrs. Sadhana Rai, is the promoter of the company.

**Details of the Director seeking re-appointment in the forthcoming Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

|  |   |
|--|---|
| Name of Director   | Mrs. Sadhana Rai  |
| Age(Years)   | 63  |
| Brief Resume/Nature of Expertise in functional areas   | She has done her graduation from University of Calcutta. She is a business women and has been into the business of Hotels and Resorts and Real Estate since 1993. She has 25 years of experience of managing the business. She is also a philanthropist and has undertaken various projects for underprivileged children. |
| Relationships between directors inter-se   | None  |
| Directorships held in other Companies (excluding foreign companies, private companies and companies registered under Section 8 of the Companies Act, 2013) | 1) M/s Windsor Infrastructure Limited<br>2) M/s Gokul Dealers Private Limited   |
| Memberships/ Chairmanships of committees of other public companies.  | NIL   |
| Shareholding (No. of shares)   | 1,00,00,000   |

**Item No. 3**

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further a member may request for delivery of document through a particular mode by paying such fees as maybe determined by the members in

the Annual General Meeting. Accordingly, the Board recommends the passing of the Ordinary Resolution at Item No. 3 of the accompanying Notice for member's approval.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolutions.



## DIRECTOR'S REPORT

Dear Shareholders,

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

### I- FINANCIAL HIGHLIGHTS

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

(Figures in Rupees)

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

### II- REVIEW OF OPERATIONS & BUSINESS UPDATE

#### KEY FINANCIAL HIGHLIGHTS

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

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

### III- FUTURE OUTLOOK

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

### IV- DIVIDEND

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

### V- PUBLIC DEPOSITS

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

### VI- CHANGES IN DIRECTORS & KMP

#### Mr. Manoj Gupta

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

#### Mrs. Kirti Gupta

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

## VII- MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

## VIII- CORPORATE GOVERNANCE REPORT

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

## IX- AUDITORS

### A-1 STATUTORY AUDITORS

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

### A-2 AUDITORS REPORT

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

### B- SECRETARIAL AUDITORS

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

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

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

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

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

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

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

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

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

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

##### **A) CONSERVATION OF ENERGY**

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

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

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

##### **C) FOREIGN EXCHANGE EARNING AND OUTGO**

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

#### **XIII- DIRECTORS' RESPONSIBILITY STATEMENT**

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

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

#### **XIV- INDEPENDENCE OF INDEPENDENT DIRECTORS**

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



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

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

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

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

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

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

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

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

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

**XIX- DETAILS OF VIGIL MECHANISM**

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

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

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

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

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

**XXII- EXTRACT OF THE ANNUAL RETURN**

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

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

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

**XXIV- DETAILS OF BOARD MEETINGS.**

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

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

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

**XXVI- APPRECIATION**

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

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

**Director:** Vishnu Gopal Rajgarhia

**Din:** 00480125

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

**Managing Director:** Gyanendra Prakash

**Din:** 01444823

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

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

## The MANAGEMENT DISCUSSION & ANALYSIS REPORT

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

### Industry structure & developments.

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

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

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

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

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

### Opportunities & Threats

#### **Opportunities**

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

#### **Threats**

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

### Outlook

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

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

### Risk & Concerns

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

### Segment-wise or product wise performance

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

### Internal Control Systems & their adequacy

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

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

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