



Reg Office: Shop#1, Country Inn, Mehragaon, Bhimtal, Uttarakhand-248179

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

T: 011-26184535, **E:** info@wellesleycorp.com, **W:** www.wellesleycorp.com **CIN:** L45202UR1991PLC000604

POSTAL BALLOT NOTICE

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

Dear Member,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended below are proposed to be passed as special resolutions by way of postal ballot/e-voting. The explanatory statement pertaining to the said resolutions setting out the facts concerning each item and the reasons thereof, as required in terms of Section 102 of the Act, is annexed hereto along with a postal ballot form (the "Form") for your consideration.

The Board of Directors, at its meeting held on 05th April, 2018, has appointed Mr. Vijay Kumar Kaul, Proprietor, M/s Vijay Kaul & Co, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed and signed in the attached self-addressed, postage pre-paid envelope so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. on 11th May, 2018.

In compliance with the Regulation 44 of the SEBI (Listing obligations & Disclosure Requirements), Regulations, 2015 and pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching the postal ballot form(s). Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to this Notice and instructions on the overleaf of the Form.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Managing Director.

The result of the voting conducted through postal ballot would be announced by a Director or the Company Secretary of the Company on 11th May, 2018 at 10.00 a.m. at the Corporate Office of the Company.

The said result would be displayed at the Corporate Office, Registered Office of the Company, intimated to the BSE Limited where the Company's shares are listed, published in the newspapers and displayed on the Company's website viz. www.wellesleycorp.com and the website of National Securities Depository Limited viz. <https://www.evoting.nsdl.com>, along with the Scrutinizer's report.

Item No. 1: Amendment to Main Object Clause of the Memorandum of Association

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as a **Special Resolution**:-

RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as "the Board", is authorised to accept as it may deem fit, Clause III A (1 to 12) of the Memorandum of Association, in relation to the main objects to be pursued by the Company on its incorporation, be and is hereby amended and replaced to read as under:

- 1) To carry on the business of builders, developers, re-developers, constructors, contractors, designers, architects, consultants, of residences, apartments, dwelling houses, residential complexes, tenements, serviced residences, offices, shops, exhibition halls, convention centers, conference centers, auditoriums, sports and recreational facilities, hotels, resorts, restaurants, cinemas, shopping malls, roads, dams, bridges, farms and structures or properties of all kinds, and for these purposes to, either alone or jointly with one or more persons, government, or other bodies, purchase, own, take on lease or otherwise acquire and hold any lands or buildings of any tenure or description wherever situated, or rights or interests therein or connected therewith, to prepare building sites, and to construct, reconstruct, pull down, renovate, develop, alter, improve, decorate, furnish, use, manage and maintain such properties, either alone or jointly with one or more

persons, and whether under its brand name and/or that of one or more other persons, and to lease, sell, license, rent, deal in or otherwise dispose of the same on ownership basis, installment basis, license, lease or rental or any other basis and to promote, operate, maintain, manage, market, enter into brand licensing arrangements, provide consultancy services, technical services, operation and management services, facilities management services, hospitality services, housekeeping services and other services, to any persons or entities, in relation to the residential or commercial projects, immoveable properties and other real estate assets and to enter into any arrangements of licensing, brokerage, commission, technical, business or financial collaboration with any other party or concern, in relation thereto, and to deal, purchase, sale, trading of all types of materials in relation thereto, in India or elsewhere, either alone or jointly with one or more persons, companies, government, or other entities and bodies of any kind.

- 2) To carry on the business of hotels of every kind and sort, including hotel rooms, serviced apartments, banquet facilities, conference facilities, meeting rooms, function halls, convention centers, shopping galleria, retail and service shops, offices, libraries, swimming pool, health club, spa, fitness centers, beauty parlors, saloons, restaurants, café, bakery, tavern, pubs, bars, clubs, discotheques, casinos, coach, cab and motor car providers, caterers, housekeeping, laundry, amusement and recreational facilities, parking, back offices, along with all the conveniences, amenities and facilities adjunct thereto and such other facilities as may be provided in hotels of all kinds, and to own, purchase, take on lease or otherwise acquire, erect, construct, build, set up, furnish, adapt, manage, franchise, run, use, maintain, operate or in any other manner and in all its aspects deal in, hotels of every kind and sort, including all land, buildings, premises, conveniences, amenities and facilities adjunct thereto, and to manage hotels of every kind and sort, with all related facilities and necessary adjuncts, whether owned by the Company or otherwise, and to render technical services, managerial services, advisory services thereon, including in relation to construction and / or operations of hotels with all related facilities and necessary adjuncts, to any persons or entities, in India or elsewhere, and whether under its brand name and/or that of any other brands, either alone or jointly with one or more persons, companies, government, or other entities and bodies of any kind.
- 3) To carry on the business of manufacturing, buying, selling, producing, processing, importing, exporting, distributing, trading, supplying, running, managing and dealing in all kinds of food, health foods, protein foods, food products, agro foods, fast foods, packed foods, poultry products, sea foods, milk foods, health and diet drinks, extruded foods, frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, bakery products and confectionery items, tinned fruits, detergents, tea and coffee, vegetables, fruits, jams, jelly, pickles, squashes, sausages, nutrient, extruded foods, sweets, cereals products and any other food products, dairy products, herbal products, beauty products, agro products, organic products, organic medicines, herbal medicines, ayurvedic medicines, whether as owners, co-owners, joint ventures, operators, franchisees, franchisors and/or any other business model, in India or elsewhere, either alone or jointly with one or more persons, and whether under its brand name and/or that of one companies, government, or other entities and bodies of any kind.

FURTHER RESOLVED THAT Mr. Sumeer Narain Mathur, Company Secretary and Chief Financial Officer of the company (Membership no:FCS9042), be and are hereby authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

Item No. 2: Amendments to Clause III B and Clause III C of the Memorandum of Association

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

RESOLVED THAT pursuant to Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013,(including any amendment thereto or re-enactment thereof), and subject to necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as “the Board”, is authorised to accept as it may deem fit ,the existing Clause III B and Clause III C of the Memorandum of Association, in relation to the objects incidental or ancillary to the attainment of the main objects and other objects, be and is hereby amended as follows:

“By deleting the heading of Clause III B, “OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:” and replacing it with the heading “Matters which are necessary for furtherance of the objects specified in clause III(A) are:-”;

FURTHER RESOLVED THAT Mr. Sumeer Narain Mathur, Company Secretary and Chief Financial Officer of the company (Membership no:FCS9042), be and are hereby authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

Item No. 3: Adoption of new set of Articles of Association

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as a **Special Resolution**:-

RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act,2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any

other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as "the Board", is authorised to accept as it may deem fit, the existing set of Articles of Association of the Company be and is hereby replaced, altered, modified and revised as per the new set of Articles of Association, and the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in the place and in exclusion and substitution of the existing Articles of Association of the Company.

FURTHER RESOLVED THAT Mr. Sumeer Narain Mathur, Company Secretary and Chief Financial Officer of the company (Membership no: FCS9042), be and are hereby authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

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 : 05th April, 2018

Place: New Delhi

Notes:

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. The Company has appointed Mr. Vijay Kumar Kaul, Prop. M/s Vijay Kaul & Co, Practicing Company Secretary, to act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 05th April, 2018
4. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through post.
5. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered in to an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically. Please note that e-voting is optional.
6. Kindly note that the Members can opt for only one mode of voting i.e., either by post or e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.
7. In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may write to the Company or send an e-mail to cs@wellesleycorp.com. The Company shall forward the same along with self-addressed pre-paid postage Business Reply Envelope to the Member.
8. The Postal Ballot Notice is also being uploaded on the Company's website viz., www.wellesleycorp.com and of NSDL viz., <https://www.evoting.nsdl.com>.
9. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. and 12 noon on all working days except Saturdays, Sundays and national holidays, from the date hereof up to 11th May, 2018.
10. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on 05th April, 2018. The special resolutions mentioned herein shall be declared as passed if the number of votes cast in its favour is not less than three times the number of votes cast against the special resolution.

11. Instructions for Voting:

A. Voting through Physical Postal Ballot Form

1. A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in then closed self-addressed prepaid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot by courier or registered post or delivers it in person at his expense, such Postal Ballots will also be accepted.
2. The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed pre-paid postage Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on 11th May,2018. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photo copy of the Postal Ballot Form will be permitted/accepted.

B. E-Voting Facility

In compliance with the Regulation 44 of the SEBI (Listing obligations & Disclosure Requirements), Regulations, 2015, provisions of Section 110 and Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Wellesley Corporation Limited “the Company”) is pleased to offer e-voting facility as an alternate to the postal ballot to all the shareholders of the Company. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the shareholders to cast their votes electronically instead of dispatching duly filled postal ballot forms. E-voting is optional.

- In case of Members receiving Postal Ballot intimation by e-mail:
 1. Open e-mail and open PDF file viz; “Wellesley Corp e-Voting. pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 2. Open internet browser by typing the following URL:https://www.evoting.nsdl.com
 3. Click on Shareholder - Login.
 4. Type user ID and password as initial password noted in step (1) above. Click Login.
 5. On Login, Change Password menu will appear. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note the new password for future reference. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 6. On changing the password, the home page of e-Voting will open. Click on e-Voting: Active Voting Cycles.
 7. Select “EVEN” of **WELLESLEY CORPORATION LIMITED**
 8. Now you are ready for e-Voting as Cast Vote page opens.
 9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 10. Upon confirmation, the message “Vote cast successfully” will be displayed.
 11. Once you have voted on resolution, you will not be allowed to modify your vote.
 12. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, etc., together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to vijaykaulandco@hotmail.com with a copy marked to evoting@nsdl.co.in.

- In case of Members receiving Postal Ballot Form by Post:

1. Initial password is provided as below at the bottom of the Postal Ballot Form to be used to exercise your vote in respect of the proposed resolution

EVEN	
Login id	
Password	

Please follow all steps from Sl. No. 2 to Sl. No. 12 above, to cast your vote by electronic means.

2. The e-voting period will commence on 12th April,2018 (10:00 a.m.) and end on 11th May,2018 (5:00 p.m.) (both days inclusive). During this period Members, holding shares either in physical form or in dematerialized form, may cast their vote electronically. Thee-voting module shall be disabled by NSDL thereafter. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently.

3. The Scrutinizer shall on 14th May,2018, unlock the votes in the presence of at least two witnesses, not in the employment of the Company. The Scrutinizer will then submit his report to the Managing Director of the Company after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on 14th May,2018 at 10.00 a.m. at the Corporate Office of the Company at B-210, Ansal Chamber-I, Bhikaji Cama Place, New Delhi-110066. The said results will also be intimated to the stock exchanges, published in newspapers and uploaded on the Company's website viz. www.theleela.com and of NSDL viz. <https://www.evoting.nsdl.com>.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE

Item No. 1: Amendment to Main Object Clause of the Memorandum of Association

1. The company's present object no:1,2,3,4,5,5A,6 & 7, are in force for the past more than 20 years . However during this period lot of changes have happened in real estate sector, and it is felt that there is a need to recast and rebuild the real estate objects of the company so that it can match the present requirements of the real estate sector .Considering this the main objects from no:01 to 07 have been combined, refreshed and re- cast in a new object **clause no:1** .
2. The Company is presently engaged in the business of real estate activities , including consultants and advisors for all sorts of building activities .The company has been providing consultancy services to hotels in maintaining their properties and managing their business in smooth manner. The company felt that there are lot of opportunities in hotel business which company can explore together with its existing business of real estate. Considering this a new object in main object is inserted as **clause no:2** .
3. In addition to the real estate business the company also deals in various items as mentioned in the clause no:8,9,10,11 & 12 of the existing object clause. The same has been combined, refreshed and re- cast in a new object clause no:3.

Further the existing objects, the business activities discussed hereinabove can be conveniently and advantageously combined with the existing business of the Company. In order to elaborate and clarify the existing business of the Company and to enable the Company to undertake the business of hotels as explained above, it is proposed to amend the Main Objects Clause of the Memorandum of Association of the Company.

The Board of Directors at its meeting held on 05th April,2018 decided to alter main object clause in the Memorandum of Association in order to elaborate the present business and to enable the Company to carry out the above new line of business in addition to its existing real estate business. By virtue of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014; approval of members by way of special resolution under postal ballot is a prerequisite to amend the objects clause of the Company and thus your approval is sought for the same.

The existing main object clause and proposed main object clause are given below:

SI NO.	Existing Main Objects	Proposed New Main Object
1	To acquire land for the construction of Multi Storied Buildings and to licence flats therein on suitable terms and condition.	To carry on the business of builders, developers, re-developers, constructors, contractors, designers, architects, consultants, of residences, apartments, dwelling houses, residential complexes, tenements, serviced residences, offices, shops, exhibition halls, convention centers, conference centers, auditoriums, sports and recreational facilities, hotels, resorts, restaurants, cinemas, shopping malls, roads ,dams, bridges, farms and structures or properties of all kinds, and for these purposes to, either alone or jointly with one or more persons, government, or other bodies, purchase, own, take on lease or otherwise acquire and hold any lands or buildings of any tenure or description wherever situated, or rights or interests therein or connected therewith, to prepare building sites, and to construct, reconstruct, pull down, renovate, develop, alter, improve, decorate, furnish, use, manage and maintain such properties, either alone or jointly with one or more persons, and whether under its brand name and/or that of one or more other persons, and to lease, sell, license, rent, deal in or otherwise dispose of the same on ownership basis, installment basis, license, lease or rental or any other basis and to promote, operate, maintain, manage, market, enter into brand licensing arrangements, provide consultancy services, technical services
2	To. Carry on business in real estate and immovable properties of all kinds and for this purpose to acquire by purchase, lease, licence, barter, exchange hire or otherwise lands and immovable properties of any description or tenure or any interests in the same.	
3	To erect and construct houses, buildings, flats, apartments, offices, cinemas, hotels or works of every description on any lands acquired by the Company or upon any other lands or immovable property with intend to sell, lease, licence, let, mortgage otherwise dispose of the same in parcels or whole.	
4	To act as a real estate developers, contractors, constructors, consultants, advisers, architects, real estate agent, designers, civil engineers, town planners, valuers and surveyors, supervisors and decorators for all works of colonization town planning, development of township, building activities and allied jobs and works in India or outside India.	
5	To promote undertake or direct, in India or abroad, whether on own account or in association with other or through others or for and on behalf of others the management, construction, reconstruction, alteration, maintenance, pulling down, improving, running, decorating, renovating, designing, furnishing, developing of roads, buildings, houses, farm houses, flats, cinema, hotels,	

	<p>guest houses, factories, industrial sheds, offices, hospitals, nursing homes, business centers, dams, canals, tanks, reservoirs, bridges, hydel projects, Power houses, tunnels, culverts, channels, sewages, gardens, farms, warehouses, shops, stores, wharves, works and conveniences of all kinds and the consolidation or sub-division of properties and the selling transferring, leasing or otherwise disposing of the same as multistoried or other buildings and as group housing schemes or office complexes.</p>	<p>operation and management services, facilities management services, hospitality services, housekeeping services and other services, to any persons or entities, in relation to the residential or commercial projects, immoveable properties and other real estate assets and to enter into any arrangements of licensing, brokerage, commission, technical, business or financial collaboration with any other party or concern, in relation thereto, and to deal, purchase, sale, trading of all types of materials in relation thereto, in India or elsewhere, either alone or jointly with one or more persons, companies, government, or other entities and bodies of any kind.</p>
5A	<p>To acquire to provide on lease or to provide on hire purchase basis all types of industrial and office plant, equipment, machinery, vehicle, building and real estate, required for manufacturing, processing, transportation and trading businesses and other commercial and service business.</p>	
6	<p>To carry on the businesses and other commercial and service business.</p>	
7	<p>To deal in all types of building materials whether in India or outside India.</p>	
	<p>New Proposed Object Clause</p>	<p>To carry on the business of hotels of every kind and sort, including hotel rooms, serviced apartments, banquet facilities, conference facilities, meeting rooms, function halls, convention centers, shopping galleria, retail and service shops, offices, libraries, swimming pool, health club, spa, fitness centers, beauty parlors, saloons, restaurants, café, bakery, tavern, pubs, bars, clubs, discotheques, casinos, coach, cab and motor car providers, caterers, housekeeping, laundry, amusement and recreational facilities, parking, back offices, along with all the conveniences, amenities and facilities adjunct thereto and such other facilities as may be provided in hotels of all kinds, and to own, purchase, take on lease or otherwise acquire, erect, construct, build, set up, furnish, adapt, manage, franchise, run, use, maintain, operate or in any other manner and in all its aspects deal in, hotels of every kind and sort, including all land, buildings, premises, conveniences, amenities and facilities adjunct thereto, and to manage hotels of every kind and sort, with all related facilities and necessary adjuncts, whether owned by the Company or otherwise, and to render technical services, managerial services, advisory services thereon, including in relation to construction and / or operations of hotels with all related facilities and necessary adjuncts, to any persons or entities, in India or elsewhere, and whether under its brand name and/or that of any other brands, either alone or jointly with one or more persons, companies, government, or other entities and bodies of any kind.</p>
8	<p>To purchase, sell, manufacture, produce, import, export, pack, replace or otherwise deal in all types of herbal toothpaste, face powder, face cream, face foundation, skin cream, after shave soaps, shaving soaps, leather soaps, and other toiletry requisites, cleansing milk tonners, astringents, massage creams, shampoos, hair dyes, hair oils, henna, hair sprays, hair pins, elastic bandages, head bands, perfumes, body sprays, kajal, eye gel, mascara, eye liner, eye makeup, remover, face packs, blush on, lipsticks, nail polish wax, finger nails and other cosmetics and to open and run beauty schools, saloons and institutions and to impart training to students and other persons</p>	<p>To carry on the business of manufacturing, buying, selling, producing, processing, importing, exporting, distributing, trading, supplying, running, managing and dealing in all kinds of food, health foods, protein foods, food products, agro foods, fast foods, packed foods, poultry products, sea foods, milk foods, health and diet drinks, extruded foods, frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, bakery products and confectionery items, tinned fruits, detergents, tea and coffee, vegetables, fruits, jams, jelly, pickles, squashes, sausages, nutrient, extruded foods, sweets, cereals products and any other food products, dairy products, herbal products, beauty</p>

9	To carry on the business of process, produce Herbal. Mix, pack, preserve, freeze, extract, refine, manufacture, import, export, buy, sell, trade and deal in processed foods, health foods, protein foods, food products, agro foods, fast foods, packed foods, poultry products, sea foods, milk foods, health and diet drinks, extruded foods, frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, condoles, lemon drops, chocolate, toffees, tinned fruits, chewing gum, bubble gum, detergents, tea and coffee, vegetables, fruits, jams, jelly, pickles, squashes, sausages, nutrient, health and diet foods / drinks, extruded foods, confectionery items, sweets, cereals products and any other food products in and outside India.	products, agro products, organic products, organic medicines, herbal medicines, ayurvedic medicines, whether as owners, co-owners, joint ventures, operators, franchisees, franchisors and/or any other business model, in India or elsewhere, either alone or jointly with one or more persons, and whether under its brand name and/or that of one companies, government, or other entities and bodies of any kind.
10	To carry on the business as importers, exporters, manufacturers of and dealers in all kinds of household appliances and Consumer Goods including refrigerators, dryers, heaters, presses, pressure cookers, ovens, cooking ranges, hot plates, cooking utensils of all types, containers, buckets, toasters, mixers, washing machines and other electric appliances including radios, televisions, transformers and electric motors of every kind and description.	
11	To carry on the business of manufacturing, buying, selling, importing, exporting and dealing in textiles, cotton, silk, art silk, rayon, nylon, synthetic fibers, staple fibers, polyester, worsted, wool, hemp and other fiber materials, yam, cloth, linen, towels, rayon and other goods or merchandise whether textile felted, netted or looped.	
12	To purchase, sell, manufacture, import, export, Barter, refine, manipulate, and otherwise deal in all types of raw materials and other herbals used for manufacturing of the above items and to deal in all substantial and things capable of being used in any such business as aforesaid or required by customers of or persons having dealing with the company either by wholesale or retail in connection with the business of the company referred to in sub clauses (8) to (12), above.	

The Memorandum of Association of the Company, proposed to be amended as stated above, is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution as set out at Item No. 1 of the Notice.

The Board recommends the resolution as set out at Item No. 1 of the Notice for approval by the shareholders.

Items No. 2: Amendments to Clause III B, Clause III C of the Memorandum of Association

With the enactment of new Companies Act, 2013, it is considered expedient to amend the form of the existing Memorandum of Association to be in accordance with the requirements under the Companies Act, 2013.

In terms of Section 4(1)(c) of the Companies Act, 2013, the Memorandum of Association of a company is to state the objects for which the Company is proposed to be incorporated and any matter considered necessary in furtherance thereof. As such, the requirement of separately indicating the "main objects", "incidental or ancillary objects" and "other objects" under the erstwhile legislation has changed. Accordingly, it is proposed to replace the existing heading of Clause III B, and Clause III C, to move Clauses 1 to 52 of incidental or ancillary objects and clause 1 to 138 "Other Objects" in the existing Memorandum of Association, as relevant and may be required, to the Clause III (B) of the revised Memorandum of Association and delete the heading "incidental or ancillary objects" and "Other Objects" in the existing Memorandum of Association in order comply with the provision of the Companies Act, 2013 including Table A.

Item No. 3: Adoption of New Set of Articles

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company need to be re-aligned as per the provisions of the new Act.

The Board of Directors at its meeting held on 05th April,2018 decided to incorporate/substitute/alter certain provisions as per the Companies Act, 2013. As this would result in a number of changes in the existing Articles of Association of the Company, it was desirable to adopt a new set of Articles of Association from [Articles No. 1 to 93] in place of and in exclusion to the existing Articles of Association [Articles No.1 to 176] of the Company. The new Articles of Association to be substituted in place of the existing Articles of Association is based on Table "F" of Schedule I of the Companies Act, 2013 which sets out the model Articles of Association for a company limited by shares.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.

The proposed new draft Articles of Association is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution as set out at Item No. 3 of the Notice.

The Board recommends the resolution as set out at Item No. 3 of the Notice for approval by the shareholders

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 : 05th April,2018

Place: New Delhi