

Wellesley Commercial Company Limited

AZIMGANJ HOUSE (FIRST FLOOR), 7 CAMAC STREET, KOLKATA-700 017
PHONE : 2282-0046/47, 3056-1790/91 • FAX : +91-33-2282-0045

Date : 9th October, 2013

The Secretary,
The Calcutta Stock Exchange Ltd.,
7, Lyons Range,
Kolkata – 700 001

Dear Sir,

Sub: Compliance with the Listing Agreement

Please find enclosed the following documents:-

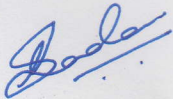
1. **Share holding pattern** for the quarter ended on 30.09.2013 in compliance of clause 35 of the Listing Agreement.
2. **Compliance Certificate under clause 47C** for the half year ended on 30.09.2013.
3. **Reconciliation of Share Capital Audit** for the quarter ended on 30.09.2013, in compliance with Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996.

Kindly take the above information on record and acknowledge.

Thanking you,

Yours faithfully,

For **Wellesley Commercial Company Limited**



(Director)

(a) STATEMENT SHOWING SHAREHOLDING PATTERN

Name of the Company: WELLESLEY COMMERCIAL CO. LTD.

Scrip Code:

Name of the Scrip:

Class of security:

Quarter Ended: 30/09/2013

Page

Party paid-up shares:-	No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the company
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Held by
promoter/promoter
group

Held by public
Total - D

Outstanding convertible securities:-	No. of outstanding securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the company, assuming full conversion of the convertible securities
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Held by
promoter/promoter
group

Held by public
Total - E

Warrants:-	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the company, assuming full conversion of warrants
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Held by
promoter/promoter
group

Held by public
Total - F

Total paid-up capital
of the company,
assuming full
conversion of
warrants and
convertible securities

1409390



Category Code	Category of Shareholders	Number of shareholders	Total number of shares	Number of shares held in Demat Form	As a % of (A+B)	As a % of (A+B+C)	Number of Pledged shares	As a percentage (ix)=(viii/iv)
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)=(viii/iv)
(A)	Total Shareholding of Promoter & Promoter Group							
(1)	Indian							
(a)	Individual/HUF	2	400	Nil	0.028	0.028	Nil	Nil
(b)	Central Govt./ State Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c)	Bodies Corporate	3	709290	692290	50.326	50.326	Nil	Nil
(d)	Fin.Institutions / Bank	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(e)	Any Other	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Sub-Total of (A)(1)	5	709690	692290	50.354	50.354	Nil	Nil
(2)	Foreign							
(a)	Individuals (NRIs/Foreign)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b)	Bodies Corporate	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c)	Institutions	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(d)	Qualified Foreign Investors	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(e)	Any Other	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Sub-Total of (A)(2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Shareholding of Promoter & Promoter Group (A) = A1+A2	5	709690	692290	50.354	50.354	Nil	Nil
(B)	Public Shareholding							
(1)	Institutions							
(a)	Mutual Funds / UTI	Nil	Nil	Nil	Nil	Nil	NA	NA
(b)	Fin.Institutions / Banks	Nil	Nil	Nil	Nil	Nil	NA	NA
(c)	Central Govt./ State Govt.	Nil	Nil	Nil	Nil	Nil	NA	NA
(d)	Venture Capital	Nil	Nil	Nil	Nil	Nil	NA	NA
(e)	Insurance Company	Nil	Nil	Nil	Nil	Nil	NA	NA
(f)	Foreign Inst.Investors	Nil	Nil	Nil	Nil	Nil	NA	NA
(g)	Foreign VC Investors	Nil	Nil	Nil	Nil	Nil	NA	NA
(h)	Qualified Foreign Investors	Nil	Nil	Nil	Nil	Nil	NA	NA
(i)	Any Other	Nil	Nil	Nil	Nil	Nil	NA	NA
	Sub-Total (B)(1)	Nil	Nil	Nil	Nil	Nil	NA	NA
(2)	Non-Institutions							
(a)	Bodies Corporate	8	279300	206600	19.817	19.817	NA	NA
(b)	Individuals							
	i.Individual Shareholders Holding Nominal Share Upto Rs.1 Lakh	35	44900	900	3.186	3.186	NA	NA
	ii.Individual Shareholders Holding Nominal Share greater than Rs.1 Lakh	7	375500	13500	26.643	26.643	NA	NA
(c)	Qualified Foreign Investors	Nil	Nil	Nil	Nil	Nil	NA	NA
(d)	Any Other							
	Sub-Total (B)(2)	50	699700	221000	49.646	49.646	NA	NA
	Total Public Shareholding (B) = (B)(1) + (B)(2)	50	699700	221000	49.646	49.646	NA	NA
	TOTAL (A)+(B)	55	1409390	913290	100.000	100.000	Nil	Nil
(C)	Shares held by Custodians And against which DRs have been issued	Nil	Nil	Nil	Nil	Nil	NA	NA
(1)	Promoter and Promoter group	Nil	Nil	Nil	Nil	Nil	NA	NA
(2)	Public	Nil	Nil	Nil	Nil	Nil	NA	NA
	GRAND TOTAL (A)+(B)+(C)	55	1409390	913290	100.000	100.000	Nil	Nil

WELLESLEY COMMERCIAL CO. LTD.
(I)(b) Statement showing holding of securities (including shares, warrants, convertible securities) belonging to the category [Promoter & Promoter Group] As on 30/09/2013

Details of Shares Held			Encumbered shares	
Srl. Name of the shareholder	Number of Shares held	As a % of grand total (A)+(B)+(C)	Number of Pledged Shares held	As a percentage of total shares
(i)	(ii)	(iii)	(iv)	(v)=(v)/(iii)
1. INNOVATIVE DESIGNERS PVT LTD	17000	1.206	0	0.000
2. SARVOTTAM CAPS LIMITED	677290	48.056	0	0.000
3. STERLIYE MERCHANTS PRIVATE LIMITED	15000	1.064	0	0.000
4. MAMTA GUPTA	300	0.021	0	0.000
5. SANJAY KUMAR GUPTA	100	0.007	0	0.000
TOTAL	709690	50.354	0	0.000

Details of warrants							Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
As a % of grand total (A)+(B)+(C) of sub-clause (I) (a)	Number of warrants held		As a % of total number of warrants of the same Class		Details of Convertible Securities		
	Warrants held	Number of warrants held	Warrants held	Number of convertible securities held	Number of convertible securities of the same class	Warrant total number of convertible securities	
100 (vii)	(viii)	(ix)	(x)	(xi)	(xii)		
0.000	0	0.000	0	0.000	1.206		
0.000	0	0.000	0	0.000	48.056		
0.000	0	0.000	0	0.000	1.064		
0.000	0	0.000	0	0.000	0.021		
0.000	0	0.000	0	0.000	0.007		
0.000	Nil	Nil	Nil	Nil	50.354		



Sri. Name(s) of the shareholder	Number of Shares held	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)	Details of Warrants		Details of convertible Securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
			Number of Warrants held	As a % of total warrants of the same Class	Number of convertible securities held	% of total convertible securities of the same class	
1. B P ELECTRICALS PRIVATE LIMITED	77900	5.527	0	0.000	0	0.000	5.527
2. ENERGY COMMSALE PVT. LTD	108000	7.663	0	0.000	0	0.000	7.663
3. STARTRACK VINIMAY PVT. LTD.	16700	1.185	0	0.000	0	0.000	1.185
4. SUPER COMMODITIES PVT. LTD.	56200	3.988	0	0.000	0	0.000	3.988
5. BRIJ RATAN RATHI	15000	1.064	0	0.000	0	0.000	1.064
6. CARLON VINIMAY PVT. LTD.	100000	7.095	0	0.000	0	0.000	7.095
7. HARIDWAR TRADERS PVT. LTD.	210000	14.900	0	0.000	0	0.000	14.900
8. PURSHOTTAM LAL DAGA	15000	1.064	0	0.000	0	0.000	1.064
TOTAL	598800	42.486	Nil	Nil	Nil	Nil	42.486



(I)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category [PUBLIC] and holding more than 5.000(%) of the total number of shares of the company as on 30/09/2013

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Srl. Name(s) of the shareholder and the Persons Acting in Concert (PAC) with them	Number of Shares held	Shares as a percentage of total number of shares (i.e.: Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)	Details of Warrants		Details of convertible Securities %w.r.t. total convertible securities held		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
			Number of Warrants held	As a % of total number of warrants of the same Class	Number of convertible securities held	convertible securities of the same class	
1. B P ELECTRICALS PRIVATE LIMITED	77900	5.527	0	0.000	0	0.000	5.527
2. ENERGY COMMOSALE PVT. LTD	108000	7.663	0	0.000	0	0.000	7.663
3. GARLON VINIMAY PVT. LTD.	100000	7.095	0	0.000	0	0.000	7.095
4. HARIDWAR TRADERS PVT. LTD.	210000	14.900	0	0.000	0	0.000	14.900
TOTAL	495900	35.185	Nil	Nil	Nil	Nil	35.185



WELLESLEY COMMERCIAL CO. LTD.

(1)(d) STATEMENT SHOWING DETAILS OF LOCKED-IN SHARES AS ON 30/09/2013

Page: 1

Srl. Name(s) of the Shareholder	Category of Shareholders Locked-in Shares (Promoter/ Public)	Number of Locked-in Shares	% to Total
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1.

NIL NIL



Srl.	Type of Outstanding DR (ADRs, GDRs, SDRs, etc)	Number of Outstanding DRs	Number of Shares underlying outstanding DRs	Shares underlying Outstanding DRs as a Percentage of total number of shares (ie. Grand total(A)+(B)+ (C) indicated in Statement at para (I)(a) above)
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1. Nil

Nil

Nil

Nil



Srl. Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of Shares	Shares underlying		
			Outstanding DRs as	Percentage of total	Grand total(A)+(B)+(C)
1. Nil	Nil	Nil	Nil	Nil	Nil
2. Nil	Nil	Nil	Nil	Nil	Nil
TOTAL Nil			Nil	Nil	Nil



Ashok Kumar Daga

B. Com., (Hons.), LL.B, FCS
Practising Company Secretary

56, M. C. Garden Road,
(Dum Dum)
Kolkata - 700 030
Phone : 32916865
Mobile : 9831036425
E-mail : daga.ashok@gmail.com

Date.....

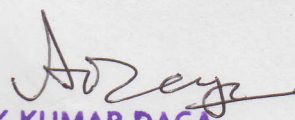
CERTIFICATE UNDER CLAUSE 47 OF THE LISTING AGREEMENT

FOR THE HALF YEAR ENDED 30th, September 2013

I have examined Registers, files and other documents relating to **Wellesley Commercial Company Limited** maintained by Niche Technologies Pvt. Ltd., D-511, Bagri Market, 71, B.R.B. Basu Road, Kolkata-700001 pertaining to transfer of equity shares of the company for the period from **01.04.2013** to **30.09.2013** for the purpose of issuing a Certificate as per Clause 47(C) of the Listing Agreement entered into by, **Wellesley Commercial Company Limited** with Stock Exchanges and basing on the information provided by the Company and hereby certify that the Company has not received any Certificate for transfer / transmission / sub-division/consolidation as the case may be during half year ended on **30th, September 2013**.

Date : 09/10/2013

Place: Kolkata


ASHOK KUMAR DAGA
Practicing Company Secretary
FCS-2699 & CP-2948

Ashok Kumar Daga

B. Com., (Hons.), LL.B, FCS
Practising Company Secretary

56, M. C. Garden Road,
(Dum Dum)
Kolkata - 700 030
Phone : 32916865
Mobile : 9831036425
E-mail : daga.ashok@gmail.com

Date: 21/10/2013

ANNEXURE-II

RECONCILIATION OF SHARE CAPITAL AUDIT

1	For Quarter Ended	30 th , September, 2013
2	ISIN	INE087F01018
3	Face Value	Rs.10/- per share
4	Name of the Company	Wellesley Commercial Company Limited
5	Registered Office Address	'Azimganj House', 7, Camac Street, 1 st Floor, Kolkata-700017
6	Correspondence Address	'Azimganj House', 7, Camac Street, 1 st Floor, Kolkata-700017
7	Telephone & Fax Nos.	2282-0046/47 Fax No: 2282-0045
8	E-mail Address	wccal@yahoo.com
9	Names of the Stock Exchange where the company's securities are listed :	The Calcutta Stock Exchange Association Ltd.

	Number of Share	% of Total Issued Cap.
10	Issued Share Capital	1409390 -
11	Listed Capital	1409390 100

12	Held in dematerialized form in CDSL	-
13	Held in dematerialized form in NSDL	913290
14	Physical	496100
15	Total No. of shares (12+13+14)	1409390

ASHOK KUMAR DAGA
Practising Company Secretary
FCS-2699 & CP-2948

- 16 Reasons for difference if any, between (10 & 11)

Nil

- 17 Certifying the details of changes in share capital during the quarter under consideration as per Table below :

Particulars	No. of shares	Applied/Not Applied for listing	Listed on Stock Exchanges (Specify names)	Whether intimated to CDSL	Whether intimated to NSDL	In-prin. Approval pending for stock exchange
N.A	Nil	N.A	N.A	N.A	N.A	N.A

- 18 Register of Members is updated (Yes/No) if not, updated-up to which date

Yes

N A

- 19 Reference of previous quarter with regards to excess dematerialized shares, if any,

N.A

- 20 Has the company resolved the matter mentioned in point no.19 above in the current quarter? If not, reason why?

N.A

- 21 Mentioned the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay :

The Company has not received any request for dematerialization of shares during the quarter ended 30th, September, 2013.

Total No. of demat requests	Nil	No. of requests	No. of shares	Reasons for delay
Confirmed after 21 Days	Nil	Nil	Nil	N.A.
Pending for more than 21 days	Nil	Nil	Nil	N.A

Ashok Kumar Daga
ASHOK KUMAR DAGA
 Practicing Company Secretary
 FCS-2699 & CP-2948

- 22 Name, Telephone & Fax No. of
Compliance Officer of the Company

Mr. Arjun Panja
22820046/47
Fax No:22820045

- 23 Name, Address, Tel. & Fax No. Registration no. of the
certifying CA/CS.

Ashok Kumar Daga
Practising Company
Secretary

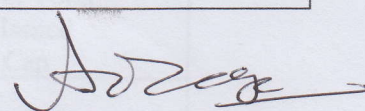
56,M.C.Garden Road,
Kolkata-700030
Ph. No.-3291-6865
CP No.-2948

- 24 Appointment of common agency for
share registry work, if yes (name &
address)

Niche Technologies (P)
Ltd,
D-511, Bagree
a Market ,B.R.B.Basu Road
KOLKATA-700001

- 25 Any other detail that the CA/CS may like to provide.
(e.g. BIFR company, delisting from SE)

Nil



ASHOK KUMAR DAGA
Practising Company Secretary
PCS-2699 & CP-2948