



WELPLACE PORTFOLIO & FINANCIAL CONSULTANCY SERVICES LTD.

Reg. Office : 613/B, Mangal Aarambh, Near MC Donalds, Korakendra, Off. S.V. Road, Borivali (W), Mumbai - 400 092.
Tel. : 28335999 Fax : 28995998 E-mail : welplaceportfolio@gmail.com Website : www.welplaceportfolio.com
CIN : L67120MH1994PLC082540

Date: 02/09/2016

To,
Department of Corporate Services,
BSE LIMITED
P. J. Towers, Dalal Street,
Mumbai -- 400 001.

To,
Ahmedabad Stock Exchange Limited
Kamdhenu Complex, Opp. Sahajanand
College, Panjara Pole,
Ahmedabad – 380 015

Dear Sir/ Madam,

Sub: - Notice of Annual General Meeting & Intimation of Record date (cut-off date) and Book Closure for the purpose of Annual General Meeting.

Ref: BSE Scrip Code: 539407
ASE Scrip Code: 67142

We wish to inform your good self that the 22nd Annual General Meeting of our Company will be held on **Friday, 30TH September, 2016, at 11.00 a. m. at Kriish Cottage, C-101/201, Manas Building, Near St. Lawrence High School, Devidas Lane, Borivali (W), Mumbai – 400 092**

The Record date (cut-off date) is Friday 23rd September, 2016 and Book Closure period is from Friday, 23rd September, 2016 to Friday, 30th September, 2016 (both days inclusive) as to ascertain the voting rights of members in proportion to their holding in the paid up share capital of the Company.

Attached herewith is the Notice of 22nd Annual General Meeting.

Kindly take the note of the same in your record and oblige.

Thanking You,

For Welplace Portfolio & Financial Consultancy Services Limited

D. R. Mehta

(Deepak Mehta)
Director
DIN: 00046696

Encl: As Above



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NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the member of Welplace Portfolio And Financial Consultancy Services Limited will be held at Kriish Cottage, C-101/201, Manas Building, Near St. Lawrence High School, Devidas Lane, Borivali (W), Mumbai – 400 092 on Friday the 30th day of September, 2016 at 11.00 A.M to transact the following business:

ORDINARY BUSINESS:

1. To Receive, Consider and Adopt the Profit and Loss Account of the Company for the year ended 31st March, 2016 and Balance Sheet as at that date, Cash Flow Statement for the year ended 31st March, 2016 and report of the Directors and Auditors thereon.
2. To appoint a Director in place of **Mr. Ravindra T. Mishra** (DIN: 00051204) who retires by rotation, and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the appointment of **M/s Koshal & Associates**, Chartered Accountants, (Registration No. 043746), (who was appointed in the 21st Annual General Meeting, as Statutory Auditor for a period of five years upto the conclusion of the 26th Annual General Meeting to be held during the year 2020) be and is hereby ratified for the Financial Year 2016-17 as Statutory Auditor of the Company on such remuneration plus service tax thereon and reimbursement of out of pocket and travelling expenses etc. as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors based on the recommendation of the Audit Committee."

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 152 & 160 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualifications of Directors) Rules, 2014, **Mr. Deepak Ratilal Mehta (DIN: 00046696)** who was appointed as an Additional Director by the Board of Directors at its meeting held on 12th February, 2016 and who holds office until the conclusion of this Annual General Meeting, and in respect of whom Company has received a notice in writing together with the necessary deposit under section 160 of the Companies Act, 2013, proposing the candidature of **Mr. Deepak Ratilal Mehta** for the office of Director of the Company be and hereby appointed a Executive Director of the Company liable to retire by rotation."

5. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 152 & 160 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualifications of Directors) Rules, 2014, **Mr. Jaymin Piyushbhai Modi (DIN: 07352950)** who was appointed as an Additional Director by the Board of Directors at its meeting held on 12th February, 2016 and who holds office until the conclusion of this Annual General Meeting, and in respect of whom Company has received a notice in writing together with the necessary deposit under section 160 of the Companies Act, 2013, proposing the candidature of **Mr. Jaymin Piyushbhai Modi** for the office of Independent Director of the Company be and hereby appointed a Non-Executive Independent Director of the Company to hold office for 5 (five) consecutive years and not liable to retire by rotation."

6. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 152 & 160 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualifications of Directors) Rules, 2014, **Ms. Sheetal Bhavin Nagda (DIN: 07179841)** who was initially appointed as an Additional Director by the Board of Directors at its meeting held on 1st June, 2016 and who holds office until the conclusion of this Annual General Meeting, and in respect of whom Company has received a notice in writing together with the necessary deposit under Section 160 of the Companies Act, 2013, proposing the candidature of **Ms. Sheetal Bhavin Nagda** for the office of Independent Director of the Company be and hereby appointed a Non-Executive Independent Director of the Company to hold office for 5 (five) consecutive years and not liable to retire by rotation.”

Registered Office:

613/B, Mangal Aarambh,
Near Mcdonalds,
Korakendra, Off S.V.Road,
Borivali (W),
Mumbai – 400 092

Date: 13/08/2016

Place: Mumbai

By Order Of the Board of Directors
**For Welplace Portfolio &
Financial Consultancy Services Limited**

Sd/-

Mr. Ravindra T. Mishra
Chairman (DIN: 00051204)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. 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. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON ONLY AS A PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR OTHER SHAREHOLDER.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
4. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
5. The Register of Members and the Share Transfer Books of the Company will be closed from 23rd September, 2016 to 30th September, 2016 (Both Days Inclusive).
6. Members who wish to attend the meeting are requested to bring duly filled attendance sheet and their copy of the Annual Report at the Meeting.
7. In case of physical shares, the instrument of Share Transfer complete in all respect should be sent so as to reach to the Registered Office of the Company prior to closure of the Register of Members as stated above.
8. 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.
9. The Company's Registrar and Share Transfer Agent, M/S. Adroit Corporate Services Private Limited Situated At 17/18/19/20, Jaferbhoy Ind.Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059, Email-Id-pratapp@adroitcorporate.com, Website: www.adroitcorporate.com
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The Members holding shares in electronic form are,

therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts and the Members holding shares in physical form can submit their PAN details to the Company.

11. Electronic copy of the Notice of the 22nd 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/Depository Participants(s) 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 22nd 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.
12. Members may also note that the Notice of the 22nd Annual General Meeting and the Annual Report for 2016 will also be available on the Company's website www.welplaceportfolio.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the Shareholders may also send requests to the Company's investor email id: welplaceportfolio@gmail.com
13. Details of the Directors, seeking appointment and re-appointment at the ensuing Annual General Meeting are as follows:

Name of Director	Mr. Ravindra T. Mishra	Mr. Deepak R. Mehta	Mr. Jaymin P. Modi	Ms. Sheetal B. Nagda
Date of Appointment	10/12/2004	12/02/2016	12/02/2016	01/06/2016
Qualification	B.Com	B.Com	Company Secretary	B.Com
Experience in specific functional area.	Accounts	Accounts & Finance	Legal and Secretarial Department	H.R & Administrative
Name(s) of other Companies in which Directorship held	1. Behoof Investments And Trade Private Limited 2. Siddhivinayak Markin Private Limited 3. Windfall Securities Private Limited 4. Tricom Shares And Stock Broker Private Limited 5. Amon Trade Com Private Limited	NIL	1. Sinner Energy India Limited. 2. Builtry Consultancy Services LLP	1. Prabhu Steel Industries Limited 2. Ganon Trading And Finance Co Ltd 3. Lavnya Mercantile Private Limited 4. Ovi Mercantile Private Limited
Chairman / Member of the committee of other companies*	Nil	Nil	Sinner Energy India Limited: Stakeholders Grievance Committee Nomination & Remuneration Audit Committee	Nil
No. of shares held	Nil	Nil	Nil	Nil

PROCEDURE FOR E-VOTING THROUGH ELECTRONIC MEANS

13. Voting Options

(1) Voting through Electronic Means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:

(i) Open email and open PDF file viz; “Welplace Portfolio & Financial Consultancy Services Limited e-Voting.pdf” with your Client ID or Folio No. as password.

The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>

(iii) Click on Shareholder – Login

(iv) Put user ID and password as initial password / PIN noted in step (i) above. Click Login.

(v) Password change menu appears.

Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.

(vii) Select “EVEN” of Welplace Portfolio & Financial Consultancy Services Limited.

(viii) Now you are ready for e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

(x) Upon confirmation, the message “Vote cast successfully” will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) 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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to urmila.bohra2@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM and Attendance Slip [for members whose email IDs are not registered with the Company / Depository Participants(s)] or requesting physical copy:

(i) Initial password is provided at the bottom of the Attendance Slip for the AGM: EVEN (E-voting Event Number) USER ID PASSWORD/PIN.

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.

(2) **Voting at AGM:** The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.

OTHER INSTRUCTIONS

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- IV. **The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 23rd September, 2016, are entitled to vote on the Resolutions set forth in this Notice.**
- V. The remote e-voting period will commence at 9.00 a.m. on 27th September, 2016 and will end at 5.00 p.m. 29th September, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2016.
- VII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2016 may obtain the login ID and password by sending an email to welplaceportfolio@gmail.com or evoting@nsdl.co.in by mentioning their Folio No. /DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evoting.nsdl.com
- VIII. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
- X. Mrs. Urmila Bohra, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XI. The Scrutinizer shall, immediately after the conclusion of voting at general meeting, 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. Scrutinizer shall within 3 days of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.
- XII. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to Bombay Stock Exchange Limited.

Registered Office:

613/B, Mangal Aarambh, Near
Mcdonalds, Korakendra,
Off S.V.Road, Borivali (W),
Mumbai – 400 092
Date: 13/08/2016
Place: Mumbai

By Order Of the Board Of Directors
For Welplace Portfolio & Financial Consultancy Services Ltd

Mr. Ravindra Tribhuvan Mishra
Chairman (DIN: 00051204)

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 4:

The Board of Directors of the Company appointed **Mr. Deepak Mehta (DIN: 00046696)** as Additional Director on the Board of the Company pursuant to Section 161 of the Companies Act, 2013 effective from 12th February, 2016 to hold office upto the conclusion of the ensuing Annual General Meeting.

The Company has received notice in writing along with the deposit of requisite amount from Mr. Deepak Mehta under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director. The Board recommends for the approval of Members, the appointment of Mr. Deepak Mehta as Executive Director of the Company.

Mr. Deepak Mehta is a Commerce graduate and has rich experience in the field of Accounts and Finance.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

ITEM NO. 5:

The Board of Directors of the Company appointed **Mr. Jaymin Modi (DIN: 07352950)** as an Additional Director pursuant to Section 161 of the Companies Act, 2013 effective from 12th February, 2016 and he holds the office up to the ensuing Annual General Meeting.

The Company has received declaration that he meets the criteria for Independence as prescribed in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, is proposed to be appointed as an Independent Director on the Board of the Company.

Mr. Jaymin Modi is a Company Secretary and Member of the Institute of the Company Secretaries of India (ICSI) and has wide experience in matters related to Company law, SEBI, RBI and other legal and Secretarial Compliances.

Mr. Jaymin Modi does not hold any shares of the Company. He is not related to any other Director on the Board of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders

ITEM NO. 6:

The Board of Directors of the Company appointed **Ms. Sheetal Nagda (DIN: 07179841)** as an Additional Director pursuant to Section 161 of the Companies Act, 2013 effective from 1st June, 2016 and she holds the office up to the ensuing Annual General Meeting.

The Company has received declaration that she meets the criteria for Independence as prescribed in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, is proposed to be appointed as an Independent Director on the Board of the Company.