

WeP Solutions Limited

CIN No. L72200KA1995PLC025617

Regd. Office : 40/1 A, Basappa Complex, Lavelle Road, Bangalore – 560 001

NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting of the Shareholders of the Company will be held on **Thursday, 27th August, 2015** at Rotary Club, Lavelle Road, Bangalore - 560 001 at **4.00 PM** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended, together with the Directors' Report and Auditor's Report thereon as circulated to the Shareholders.
2. To declare a dividend on Equity Shares for the Financial Year 2014-15.
3. To appoint Dr. A L Rao, who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Statutory Auditors to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting and to fix their remuneration and pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142(1) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder, as amended from time to time, the appointment of M/s N.M. Rajji & Co, Chartered Accountants, Mumbai (Firm Registration No. 108296W), as the Statutory Auditors of the Company be and is hereby ratified by the members of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as may be mutually determined between the Board of Directors of the Company and the said Auditors."

SPECIAL BUSINESS:

5. **Appointment of Shankar Jaganathan (DIN 02121024) as an Independent Director:**

To Consider, and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Shankar Jaganathan (DIN 02121024) Director of the Company who has completed term of five years and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, who shall hold the office for a term of 5 years up to 27th August, 2020 and whose term shall not be subject to retirement by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters, things as may be deemed fit for the purpose of giving effect to the above resolution."

"RESOLVED FURTHER THAT Company Secretary or the Chief Financial Officer or any one of the Director be and hereby authorized to file the necessary e-forms with the Registrar of Companies, Karnataka / Ministry of Corporate Affairs."

6. **To approve the remuneration of the Cost Auditor for the Financial Year 2015-16:**

To Consider, and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s Rao, Murthy and Associates, Cost Accountants, Bangalore (Firm Registration No. 000065), appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the Financial Year 2015-16, at a remuneration amounting to Rs. 1,50,000 (Rupees One Lakh Fifty Thousand Only) per annum plus

service tax as applicable and reimbursement of out of pocket expenses incurred by them in connection of the aforesaid audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified and confirmed.”

7. Appointment of Prashee Agrawal (DIN: 03420048) as Non – Executive (Non – Independent) Director:

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Clause 49 of Listing Agreement, Prashee Agarwal (DIN: 03420048) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 18th May, 2015 and who holds office upto the date of the 20th Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the said Act proposing her candidature for the office of Non- Executive (Non-Independent) Director of the Company, subject to retirement by rotation be and is hereby appointed as Non- Executive (Non-Independent) Director of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters, things as may be deemed fit for the purpose of giving effect to the above resolution.”

“**RESOLVED FURTHER THAT** Company Secretary or the Chief Financial Officer or any one of the Director be and hereby authorized to file the necessary e-forms with the Registrar of Companies, Karnataka/Ministry of Corporate Affairs.”

8. Appointment of Ram N Agarwal (DIN: 00006399) as Managing Director:

To approve appointment of Ram N Agarwal (DIN: 00006399) as a Managing Director designated as Chairman and Managing Director and in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof, for the time being in force) and Clauses of Articles of Association of the Company, Ram N Agarwal, be and is hereby appointed as the Managing Director of the Company for a period of three years with effect from 16th February, 2015 on such terms and conditions as set out in the Statement annexed to the notice convening this meeting, with the liberty given to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration in such manner as may be agreed to by and between the Company and Ram N Agarwal provided however, such alterations are within the maximum limits laid down in the Companies Act, 2013 for the time being in force.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters, things as may be deemed fit for the purpose of giving effect to the above resolution.”

“**RESOLVED FURTHER THAT** Company Secretary or the Chief Financial Officer or any one of the Director be and hereby authorized to file the necessary e-forms with the Registrar of Companies, Karnataka / Ministry of Corporate Affairs.”

**By Order of the Board of Directors
For WeP Solutions Limited**

**Place : Bangalore
Date : 25th July, 2015**

**Sujata Arvind Lele
Company Secretary**

Registered Address: 40/1 A Basappa Complex, Lavelle Road, Bangalore 560 001

NOTES:

1. An explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the special business is annexed hereto.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument of proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed not less than 48 hours before the meeting.

A person can act as a proxy on behalf of members not exceeding fifty 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 as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The register of members and the share transfer books of the Company shall remain closed from 21st August, 2015 to 27th August, 2015 (both days inclusive).
4. Dividend as recommended by the Board of Directors for the year ended 31st March, 2015, and if approved at Annual General Meeting, will be payable to those eligible members whose names stand in the Register of Members/ Register of Beneficial holders of shares as the case may be for shares held in physical and electronic (Demat) form respectively, as on the date of Book Closure i.e 21st August, 2015
5. A Shareholder desirous of getting any information on the accounts or operations of the Company is requested to forward his request to the company at least 10 days prior to the meeting so that the required information can be made available at the Meeting.
6. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
7. Shareholders are requested to intimate immediately, any change in their address or bank mandates to their depository participants with whom they are maintaining their DEMAT accounts or to the Company's Share Transfer Agent M/s Cameo Corporate Services Limited, Chennai if the shares are held by them in physical form.
8. For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is a part of this Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue.
9. Shareholders are requested to kindly bring their copy of the Annual Report with them at the Annual General Meeting as no extra copy of the Annual Report would be made available at the Annual General Meeting.
10. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
11. Consequent upon the introduction of Section 72 of the Companies Act, 2013, shareholders are entitled to make a nomination in respect of shares held by them in physical form. Shareholders desirous of making a nomination are requested to send their requests in Form No. SH.13 in duplicate (which will be made available on request) to the Registrar and Share Transfer Agent of the Company.
12. 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. Members holding shares in physical form can submit their PAN to the Company / Registrar and Share Transfer Agent of the Company.
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

14. Voting through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement with Stock Exchange, a member of the company holding shares either in physical form or in dematerialized form, may exercise his right to vote by electronic means in respect of the resolution(s) contained in this notice.

The Company is pleased to provide members facility to exercise their votes at the 20th AGM by electronic means through the e- voting services provided by Karvy Computershare Private Limited (KCPL) and the business may be transacted through e-voting as per instruction below:

- (a) Date and time of commencement of voting through electronic means: 21st August, 2015 (9.00 AM)
- (b) Date and time of the end of voting through electronic means beyond which voting will not be allowed: 26th August, 2015 (5.00 PM)
- (c) Details of website: www.evoting.karvy.com
- (d) For any further clarification contact our Toll Free No.: 1-800-34-54-001 or e-mail us at evoting@karvy.com
- (e) Details of Scrutinizer: Vinay B L, Practicing Company Secretary
- (f) **The Instructions for e-voting are as under:**
 - i. Open your web browser during the voting period by typing the URL: <https://evoting.karvy.com>
 - ii. Enter the login credentials which will be sent separately by e-mail or post.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. Members holding shares in Demat / Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the 'Event Number' i.e. '**Company Name**'.
 - vii. If you hold shares in demat form and you are already registered with Karvy Computershare Private Limited and casted your vote earlier for any company, you shall use your existing User ID and Password for casting your vote.
 - viii. On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding as on the cut-off date, as mentioned above. You may also choose the option "ABSTAIN" in case you do not want to cast vote.
 - ix. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - x. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
 - xi. Corporate/Institutional Members (Corporate/Fls/Flls/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to

vinay@vinaybl.com with copy to evoting@karvy.com and investor@wepsol.in, The file scanned image of the Board Resolution should be in the naming format "Corporate Name. _____ Event Name _____ and Event Number _____".

- xii. The e-voting module shall be disabled for voting on 26th August, 2015 at 5.00PM. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change subsequently. The voting rights of the Shareholders shall be in proportion of their shares in the paid-up equity share capital of the Company as on the book closure date.
- xiii. In case of any queries, member may contact the company at investor@wepsol.in
- xiv. Vinay B L, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman. The results shall be declared on or after the AGM.
- xv. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.wepsolutions.co.in and on the website of the Karvy Computershare Private Limited www.evoting.karvy.com within two days of the AGM of the Company and communicated to the BSE, where the shares of the Company are listed.

II. Facility for members not having access to electronic voting

- i. As provided in Clause 35B of Listing agreement, to enable those members who may not have access to electronic voting facility to exercise their vote, a physical ballot form is being sent along with the Notice of Annual General Meeting.
- ii. In case member opts for voting through postal ballot, They can fill in the details as per Form MGT 12 enclosed along with this notice and send the same in the Pre-paid Business Reply Envelop enclosed along with the Annual Report.
- iii. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through Physical Ballot to declare the results of the resolutions forming part of Notice of the Annual General Meeting.
- iv. A member can opt for only one mode of voting, i.e. either by physical ballot or postal ballot or by electronic voting. In case member casting votes in all modes, the votes made through electronic voting shall prevail.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No.5

Shankar Jaganathan is a Chartered Accountant and Law Graduate. He has varied experience in Corporate, Academic and Social Sectors. He worked with Wipro Limited for 18 years. He is currently practicing as a Management Consultant and focused in research, writing and teaching.

Shankar Jaganathan is the Independent Director of the Company and have held the positions as such for 5 (five) years.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of Independent Directors by a Listed Company.

It is proposed to appoint Shankar Jaganathan as an Independent Director under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (Five) consecutive years upto 27th August, 2020 and whose term shall not be subject to retirement by rotation.

Shankar Jaganathan is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received declaration from Shankar Jaganathan that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Shankar Jaganathan fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Shankar Jaganathan is independent of the management.

Details of Directors seeking appointment/re-appointment are provided herewith:

Date of Birth	21st August, 1960
Date of Appointment	8th May, 2010
Qualification	Chartered Accountant and Law Graduate
List of other directorships and position held	1. Right Horizons Financial Services Private Limited – Independent Director. 2. Cimpfyfive Corporate Secretarial Services Private Limited - Director and CEO.
Chairman/Member of the committee of the Board of Directors of other Public Company	NIL
Shareholding in the Company	2,228 Shares

Copy of the draft letter for re-appointing Shankar Jaganathan as Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Shankar Jaganathan is interested in the resolution set out at Item No. 5 of the Notice with regard to his respective appointment.

The relatives of Shankar Jaganathan may be deemed to be interested in the resolution set out at Item No.5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Your Board recommends the Ordinary Resolutions set out at Item No. 5 of the Notice for approval by the Shareholders.

Item No. 6

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment of M/s Rao, Murthy and Associates, Cost Accountants, Bangalore, to conduct the audit of cost records of the Company for the Financial Year 2015-16 at a remuneration amounting to Rs. 1,50,000 (Rupees One Lakh Fifty Thousand Only) per annum plus service tax as applicable and reimbursement of out of pocket expenses incurred by them in connection of the aforesaid audit, subject to ratification by Shareholders.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly the Members are requested to ratify the remuneration payable to the Cost Auditors for the Financial Year 2015-16 as set out in the resolution for the aforesaid services to be rendered by them.

Save and except the above, none of the Director / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Your Board recommends the Ordinary Resolutions set out at Item No. 6 of the Notice for approval by the Shareholders.

Item No. 7

The Board of Directors have appointed Prashee Agarwal as Additional Director of the Company w.e.f 18th May, 2015. As per the provisions of Section 161(1) of the Companies Act, 2013, Prashee Agarwal shall hold office as an Additional Director only upto the date of this Annual General Meeting of the Company, and is eligible for being appointed as a Non – Executive (Non – Independent) Director.

Prashee Agarwal completed her Bachelor of Engineering from Mysore, Post Graduate Diploma in Telecommunications from Pune Institute of Advanced Technology, Pune and Master of Business Administration from Xavier's Institute of Business Management, Bhubaneswar. She has extensive functional consulting experience with the implementation and maintenance of Oracle 11i Financials at various client locations across industry verticals. She has also worked with Business Users and Technical Team Members through various stages of the Implementation and Support Life Cycle.

Details of Director seeking appointment/re-appointment are provided herewith:

Date of Birth	4th May, 1974
Date of Appointment	18th May, 2015
Qualification	Bachelor of Engineering, Post Graduate Diploma in Telecommunications and Master of Business Administration.
List of other directorships and position held	NIL
Chairman/Member of the committee of the Board of Directors of other Public Company	NIL
Shareholding in the Company	5,181 Shares

Copy of the draft letter for appointing Prashee Agarwal as a Non-Executive (Non-Independent) Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

Save and except Prashee Agarwal and her relatives, except Ram N Agarwal, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Shareholders.

Item No. 8

Ram N Agarwal completed B.Tech from IIT Kanpur and in 1972 he completed PGDM from IIM, Kolkata, specializing in Finance, Marketing and Systems. Ram N Agarwal pioneered to create India's first employee owned company Wipro e-Peripherals in 2000. He led an employee buy-out of IT Peripherals business from Wipro. During his tenure of 23 years at Wipro, he led multiple business units and functional areas. He led many of Wipro's initiatives in Brand Building, Innovation and Six Sigma. He also seeded Wipro's software business during its early stages and was responsible for many Technical Collaboration Agreements. He has been an Executive Council Member of Manufacturing Association of Information Technology, an IT Product Promotion body in India.

Ram N Agarwal will attain the age of 70 years on 31st October, 2016 and hence continuation of his employment as Managing Director requires the approval of members by way of a Special Resolution. Section 196(3) of the Companies Act, 2013 inter-alia provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole-Time Director or Manager unless it is approved by the members by passing a Special Resolution. Part I of Schedule V to the Act contains a similar relaxation.

Keeping in view that Ram N Agarwal has rich and varied experience in the industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to appoint Ram N Agarwal as Managing Director.

Pursuant to the recommendation of Nomination and Compensation Committee, the Board of Directors of the Company passed a resolution on 14th February, 2015 approving appointment of Ram N Agarwal as Chairman and Managing Director of the Company for a period of three years with effect from 16th February, 2015. This is subject to approval of the Shareholders at this Annual General Meeting.

The explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act 2013.

The details of remuneration payable to Ram N Agarwal and the terms and conditions of appointment are as mentioned below:

- i. Fixed Remuneration: NIL
- ii. Profit Linked Commission:
 - a. 5% of the Annual Net Profit as per the provisions and calculations mentioned in Section 197 of the Companies Act, 2013.
 - b. Profit Linked Commission shall be payable Quarterly after approval of Quarterly Accounts by the Board of Directors.
 - c. In case of loss, no commission shall be payable for that Quarter.

Details of Director seeking appointment/re-appointment are provided herewith:

Date of Birth	31st October, 1946
Date of Appointment	16th February, 2015
Qualification	B.Tech from IIT Kanpur and PGDM from IIM, Kolkata.
List of other directorships and position held	1. WeP Peripherals Limited – Managing Director 2. wep solutions india limited – Director 3. E Peripherals Trading Limited – Director 4. RNAWEP Investment Private Limited – Director
Chairman/Member of the committee of the Board of Directors of other Public Company	NIL
Shareholding in the Company	32,05,056 Shares

Ram N Agarwal satisfies all the conditions set out in Part I of Schedule V and Section 196(3) of the Companies Act, 2013 for being eligible for his appointment as Managing Director. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Copy of the draft letter for appointing Ram N Agarwal as Managing Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

Save and except Ram N Agarwal and his relatives, except Prashee Agarwal, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8

Your Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the Shareholders.

**By Order of the Board of Directors
For WeP Solutions Limited**

**Place : Bangalore
Date : 25th July, 2015**

**Sujata Arvind Lele
Company Secretary**

WeP Solutions Limited

CIN No. L72200KA1995PLC025617

Regd. Office : 40/1 A, Basappa Complex, Lavelle Road, Bangalore – 560 001

ATTENDANCE SLIP

(20th Annual General Meeting scheduled on Thursday, 27th August 2015)

I am a member/proxy for the member of the company. I hereby record my presence at the 20th Annual General Meeting of the Company held on **Thursday, 27th August 2015 at Rotary Club, Lavelle Road, Bangalore -560 001 at 4.00 PM**

Full Name of the Member (In Block Letters)	
Folio No./DPID/Client ID	
No of Shares held	
Name of the Proxy (In Block Letters)	

WeP Solutions Limited

CIN No. L72200KA1995PLC025617

Regd. Office : 40/1 A, Basappa Complex, Lavelle Road, Bangalore – 560 001

PROXY FORM – MGT 11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s)	
Registered Address	
E-mail ID	
Folio No/ Client ID	
DPID	

I/We, Being the member(s) of, Shares of WeP Solutions Limited, hereby appoint

1. Name: E-mail Id:
Address:
..... Signature:

or failing him

2. Name: E-mail Id:
Address:
..... Signature:

or failing him

3. Name: E-mail Id:
Address:
..... Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting of the Company to be held on **Thursday 27th August, 2015 at 4.00 PM** at Rotary Club, Lavelle Road, Bangalore-560001 and /or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Votes	
		For	Against
	Ordinary Business		
1.	To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended, together with the Directors' Report and Auditor's Report thereon as circulated to the shareholders.		
2.	To declare dividend on Equity Shares for the Financial Year 2014-15		
3.	To appoint Dr. A L Rao, who retires by rotation at this meeting and being eligible, offers himself for re-appointment.		
4.	Ratification of the appointment of Statutory Auditors.		
	Special Business		
5.	Appointment of Shankar Jaganathan (DIN: 02121024) as an Independent Director.		
6.	To approve the remuneration of the Cost Auditor for the Financial Year 2015-16.		
7.	Appointment of Prashee Agarwal (DIN: 03420048) as Non-Executive (Non Independent) Director		
8.	Appointment of Ram N Agarwal (DIN: 00006399) as Managing Director.		

As witness my/our hand(s) , this..... day of 2015.

Signature of Shareholder:

Signature of Proxy holder(s):

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.