

# WeP Solutions Limited

CIN: L72200KA1995PLC025617

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

## NOTICE

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the Shareholders of the Company will be held on **Thursday, 26<sup>th</sup> September, 2019 at 3.00 pm at Rotary Club, Lavelle Road, Bengaluru 560 001** to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the Financial Year ended 31<sup>st</sup> March, 2019 and the Report of the Board of Directors and Auditors thereon.
2. To re-appoint, Dr. A L Rao, who retires by rotation at this meeting and being eligible, offers himself for re-appointment - **Ordinary Resolution.**

### SPECIAL BUSINESS:

3. **Appointment of H V Gowthama (DIN: 00250122) as an Independent Director of the Company for a Second term of 5 consecutive years.**

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

**"RESOLVED THAT** pursuant to provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and those contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), H V Gowthama (DIN: 00250122) Independent Director of the Company who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that he meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for being appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a second term of five (5) consecutive years with effect from 14<sup>th</sup> November 2018 as well as to continue to hold the position of Independent Director beyond the age of seventy five (75) years."

**"RESOLVED FURTHER THAT** any of the Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto"

**"RESOLVED FURTHER THAT** Company Secretary or 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."

4. **Re-appointment of Mythily Ramesh (DIN: 06959991) as an Independent Director of the Company for a second term of 2 consecutive years.**

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

**"RESOLVED THAT** pursuant to provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1A) and other applicable of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended (including any statutory modification(s) or re-enactment thereof for the time being in force), Mythily Ramesh (DIN: 06959991), Independent Director of the Company who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that she meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of two (2) consecutive years with effect from 23<sup>rd</sup> September 2019.

**"RESOLVED THAT** any of the Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

By Order of the Board of Directors  
For WeP Solutions Limited

Place: Bengaluru

Date: 10<sup>th</sup> August, 2019

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

Sujata Pratik Shaha  
Company Secretary

## 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 AT THE 24<sup>th</sup> ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. 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.
4. The instrument appointing the Proxy, in order to be valid and effective, should be lodged / deposited with the Company at its Registered Office not less than 48 (forty eight) hours before the commencement of the Annual General Meeting ("the Meeting").
5. A person can act as a Proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. A Member holding more than 10% (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 Member.
6. Corporate Members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. 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 hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
8. The relevant documents referred to in this Notice requiring approval by the Members at the Meeting shall be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours, up to the date of the Meeting. This Notice and the Annual Report will also be available on the Company's website [www.wepsolutions.co.in](http://www.wepsolutions.co.in) for download.
9. The Register of Members of the Company will be closed from **20<sup>th</sup> September 2019 to 26<sup>th</sup> September 2019** (both days inclusive).
10. In terms of the provisions of Section 124 and other applicable provisions of the Companies Act, 2013, the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund ('IEPF') established by the Central Government. The Company is not having any unclaimed dividend amount to be transferred to Investor Education and Protection Fund (IEPF).
11. Members holding shares in physical form are requested to consider converting their shareholding in dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or the Company's Registrar & Share Transfer Agent for assistance in this regard.
12. Members seeking any information with regard to the operations or annual accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Meeting.
13. The Notice of the Annual General Meeting along with the Annual Report for the Financial Year 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories Participant, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

The route map showing directions to reach the venue of the Meeting is provided in the Notice after the Explanatory Statement.

14. Members holding shares in Dematerialised mode are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address / name, e-mail address, contact numbers, etc. to their Depository Participant (DP) only, and not to the Company's Registrar & Share Transfer Agent.  
Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrar & Share Transfer Agent to provide efficient and better services to the Members.
15. 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.
16. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar & Share Transfer Agent / their respective Depository Participants. Members whose email ids are already registered may update the changes therein, if any. This may be treated as an advance opportunity in terms of proviso to Rule 18(3) (i) of the Companies (Management and Administration) Rules, 2014
17. 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/ Company's Registrar & Share Transfer Agent.
18. The information on Directors seeking appointment / reappointment / variation in terms of appointment at the Annual General Meeting pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard 2 on General Meetings is provided in Notice of the Annual General Meeting.

19. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR' or 'Listing Regulations'), the Company is pleased to provide the facility to Members, to exercise their right to vote on Resolutions proposed to be considered at the Meeting by electronic means and the business may be transacted through such voting.
20. Members, whose names appear in the Register of Members / list of Beneficial Owners as on 13<sup>th</sup> September 2019 ("Cut-off Date") are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
21. The Company has entered into an arrangement with M/s. Karvy Fintech Pvt. Ltd. for facilitating remote e-Voting for the Meeting. The Members may cast their votes on electronic voting system to be provided by M/s. Karvy Fintech Pvt. Ltd. from place other than the venue of the Meeting ("remote e-Voting").
- The remote e-Voting will commence on 21<sup>st</sup> September 2019 (9:00 a.m.) and will end on 25<sup>th</sup> September 2019 (5:00 p.m.). The remote e-Voting module shall be disabled by 25<sup>th</sup> September 2019 (5:00 p.m.) for voting thereafter. Once the vote on a Resolution is cast by the Member, he/she shall not be allowed to change it subsequently. The Members desiring to vote through remote e-Voting are requested to refer to the detailed procedure given herein in the Notice
22. In addition, the facility for voting through Polling Paper shall be made available at the Meeting and the Members attending the Meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the Meeting through Polling Paper.
23. Members who have cast their vote by remote e-Voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
24. The voting rights of Members shall be in the proportion of their shareholding in the Company as on Cut-off Date.

**25. Remote E-voting Facility:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to its members, facility to exercise their right to vote on the resolutions proposed to be considered at the 24<sup>th</sup> AGM by electronic means.

Voting rights will be reckoned on the basis of the number of shares registered in the names of the members / beneficial owners as on the cut-off date fixed for this purpose, viz., 13<sup>th</sup> September 2019.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through Ballot Paper.

A person who is not a member as on the cut-off date should treat this notice for information purpose only.

Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice of Annual General Meeting and holds shares as of the cut-off date i.e 13<sup>th</sup> September 2019 may obtain the login ID and password by sending a request at [e-voting@karvy.com](mailto:e-voting@karvy.com). However if you are already registered with M/s. Karvy Fintech Pvt. Ltd. for e-voting, then you can use your existing user ID and password/ PIN for casting your vote.

The Company has appointed Vinay B L, Practising Company Secretary, Bengaluru as 'Scrutinizer' for conducting the remote e-voting and also the physical ballot process in the Annual General Meeting in a fair and transparent manner.

At the Annual General Meeting, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically using remote e-voting facility.

The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's report of the total votes cast in favour of or against, if any, not later than three (3) days after the conclusion of the Annual General Meeting to the Chairman of the Company. The Chairman, or any other director/person authorized by the Chairman, shall declare the result of the voting forthwith.

The Results along with the Scrutinizer's Report shall be placed on the Company's website [www.wepsolutions.co.in](http://www.wepsolutions.co.in) and on the website of M/s. Karvy Fintech Pvt. Ltd. immediately after the result is declared by the Chairman or any Director or such other person authorized by the Chairman, and the same shall be communicated to BSE Limited.

For queries related to e-voting the member may write to the Company at [investor@wepsol.in](mailto:investor@wepsol.in) or write to M/s. Karvy Fintech Pvt. Ltd. at [enward.ris@karvy.com](mailto:enward.ris@karvy.com) or contact at their toll free No. 1-800-34-54-001 for any further clarifications.

- I. The procedure and instructions for remote e-voting are as follows:
  - A. Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
  - B. Enter the login credentials (i.e., user-id & password) mentioned on the e-voting form. Your folio/DP Client ID will be your User-ID.
    - I. User – ID:
      - a. For Members holding shares in Demat Form:
        - i. For NSDL - 8 Character DP ID followed by 8 Digit Client ID.
        - ii. For CDSL - 16 Digit beneficiary ID.
      - b. For Members holding shares in Physical Form:
 

Event Number followed by Folio Number registered with the Company.
    - II. Passwords/PIN : Your unique password is printed separately or sent via e-mail and forwarded through the electronic notice.
    - III. Captcha : Enter the Verification Code i.e. please enter the alphabets and numbers in the exact way as they are displayed for security reasons.
  - C. If you are already registered with Karvy for e-voting then you can use your existing user ID and password / PIN for casting your vote.
  - D. Members can cast their vote online from 21<sup>st</sup> September 2019 (9.00 AM) to 25<sup>th</sup> September 2019 (5.00 PM).
  - E. After entering these details appropriately, click on “LOGIN”.
  - F. Members holding shares in DEMAT / Physical form will now reach Password Change menu wherein they are required to mandatorily change their 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.
  - G. 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 e-Voting platform. The system will prompt you to change your password and update any contact details like mobile #, email ID etc. on 1<sup>st</sup> login.
  - H. 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.
  - I. You need to login again with the new credentials.
  - J. On successful login, system will prompt to select the ‘Event’ i.e. ‘Company Name’.
  - K. If you are holding shares in DEMAT form and had logged on to “<https://evoting.karvy.com>” and casted your vote earlier for any Company, then your existing login id and password are to be used.
  - L. 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 shall not exceed your total shareholding. If the member does not want to cast vote, select ‘ABSTAIN’.
  - M. 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.
  - N. Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.
  - O. Corporate/ Institutional Member (Corporate/ FIs/ FII/ Trust/ Mutual Funds/ Banks etc.) are required to send scan (PDF) File of the relevant Board Resolution to the Scrutinizer through e-mail at [vinay@vinaybl.com](mailto:vinay@vinaybl.com) with a copy to [evoting@karvy.com](mailto:evoting@karvy.com) and [investor@wepsol.in](mailto:investor@wepsol.in). The file name should be in the format ‘CorporateName\_Event No.’
  - P. Members holding multiple folios/ Demat accounts shall choose the voting process separately for each folio/ Demat accounts.
  - Q. Voting shall be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

## II. The procedure and instructions for members not having access to electronic voting:

In case a member receives physical copy of the Notice of the Annual General Meeting (for members whose e-mail IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy).

- A. Initial Password is provided separately:
  - a. EVEN (E Voting Event Number) – USER ID
  - b. PASSWORD/ PIN
- B. Please follow all the steps from Sl. No ‘C’ to Sl. No ‘Q’ above to cast vote.

In case of any queries, you may refer the ‘Frequently Asked Questions’ (FAQs) for members and e-voting user manual for members available at the downloads section of <https://evoting.karvy.com>.

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).

### Item No. 3

H V Gowthama is a Chartered Accountant by profession. He is having more than 34 years of experience in his profession. He is Managing Partner of Gowthama & Company, Chartered Accountants. Pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, H V Gowthama was appointed as an Independent Director in the Annual General Meeting held on 23<sup>rd</sup> September 2014 to hold office for a term up to five consecutive years.

Subsequently H V Gowthama resigned from the Board and the Committees of the Board w.e.f 25<sup>th</sup> June 2018. Further he was re-appointed on the Board w.e.f 14<sup>th</sup> November 2018 as an Additional Director designated as Independent Director.

Based on his performance evaluation and recommendation of Nomination and Compensation Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Act and the Listing Regulations, and as per the Articles of Association of the Company, H V Gowthama is eligible for appointment as Independent Directors and has offered himself for the said appointment. The Board of Directors recommends the proposal to appoint H V Gowthama as Independent Directors for a term as mentioned in the respective special resolution.

In the opinion of the Board, Independent Directors fulfills the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for appointment as an Independent Director of the Company and are independent of the management.

Further as per the Regulation 17(1A) of the Listing Regulations, appointment or continuation of a Non-Executive Director after attaining age of 75 years also requires approval of Members of the Company by way of Special Resolution. H V Gowthama shall attain age of 75 (seventy five) years during the proposed second term and in view of the same, Board of Directors, recommends passing of Special Resolutions for his continuation as Directors.

Based on recommendation of Nomination and Compensation Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, H V Gowthama, being eligible for appointment as an Independent Director and offering himself for appointment, is proposed to be appointed as an Independent Director for second term of five consecutive years with effect from 14<sup>th</sup> November 2018.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details of director seeking appointment are provided herewith:

- a) Date of Birth: 5<sup>th</sup> February, 1948
- b) Shareholding in the company: NIL
- c) The other directorship and memberships in the companies are provided herewith:

Sl. No.	Name of the Companies	Position Held
1	Gowthama & Company	Managing Partner
2	Eamo Technologies Private Limited	Director

Copy of the draft letter for appointment of H V Gowthama as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

H V Gowthama is interested in the resolution set out at Item Nos. 3 of the Notice with regard to their respective appointment. The relatives of H V Gowthama may be deemed to be interested in the resolution set out at Item No. 3 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 resolutions.

The board recommends the Special Resolutions set out at item No.3 of the notice for the approval by shareholders.

### Item No. 4

Mythily is the Co-Founder & CEO of NextWealth Entrepreneurs Pvt. Ltd. NextWealth is a social entrepreneurship firm started along with a few ex-Wipro colleagues focusing on delivering IT/BPO services from small towns in a unique distributed delivery model.

With more than 25 years of experience, the first 20 years of her career Mythily spent in Wipro growing from a Customer support executive to a Senior Vice President. Her career in Wipro spanned product management, marketing, Business Head and Quality. During the Dotcom boom, She headed a start up in Wipro called 01markets and built a successful business around e-procurement. She then moved to the corporate office to handle Mergers & Acquisitions, Business Development and Innovation. In her last stint in Wipro in BPO she was responsible for pre-sales and solutioning, product management, transition, innovation and part of operations in Wipro BPO. In 2006 and 2007 she was adjudged one of the 25 most powerful women in India by India Today and Dataquest. She is a Six Sigma Black Belt, and a CPIM and CPM certified professional.

She completed her BE Computer Science from College of Engineering, Guindy and MBA from IIM Ahmedabad.



Pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, Mythily Ramesh was appointed as an Independent Director in the Annual General Meeting held on 23<sup>rd</sup> September 2014 to hold office for a term up to five consecutive years.

Based on her performance evaluation and recommendation of Nomination and Compensation Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Act and the Listing Regulations, and as per the Articles of Association of the Company, Mythily is eligible for re-appointment as Independent Directors and has offered herself for the said appointment. The Board of Directors recommends the proposal to re-appoint Mythily as Independent Directors for a term as mentioned in the respective Special Resolution.

In the opinion of the Board, Independent Directors fulfills the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for re-appointment as an Independent Director of the Company and are independent of the management.

Based on recommendation of Nomination and Compensation Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mythily, being eligible for re-appointment as an Independent Director and offering herself for re-appointment, for second term of two consecutive years w.e.f. 23<sup>rd</sup> September, 2019

The Company has received declaration from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015..

Details of director seeking re-appointment are provided herewith:

- Date of Birth: 16<sup>th</sup> March, 1965
- Shareholding in the company: 14,040
- The other directorships and memberships in the Companies are provided herewith:

Sl. No.	Name of the Companies	Position Held
1	WeP Digital Services Limited (Formerly known as eRM Solutions Private Limited) [Subsidiary Company of WeP Solutions Limited]	Director
2	Karnataka Bank Limited	Director

In the opinion of the Board, Mythily Ramesh fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her reappointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mythily Ramesh as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

Mythily Ramesh is interested in the resolution set out at Item Nos. 4 of the Notice with regard to their respective appointment. The relatives of Mythily Ramesh may be deemed to be interested in the resolution set out at Item No.4 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 resolutions.

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

By Order of the Board of Directors  
For WeP Solutions Limited

Place: Bengaluru  
Date: 10<sup>th</sup> August 2019

Sujata Pratik Shaha  
Company Secretary

## Route map - 24<sup>th</sup> Annual General Meeting of WeP Solutions Limited

AGM Venue: Rotary Club of Bangalore,  
Lavelle Road, Bengaluru, Karnataka 560001  
Landmark: Next to Southern Star Hotel,  
Lavelle Road, Bengaluru, Karnataka 560 001.



# WeP Solutions Limited

CIN: L72200KA1995PLC025617

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

## ATTENDANCE SLIP

(24<sup>th</sup> ANNUAL GENERAL MEETING)

Name of the Member(s)			
Registered address			
E-mail ID			
Folio No./DP ID-client ID		No. of Shares	

I / We certify that I / We am / are the registered Member(s) / proxy for the registered Member(s) of the Company.

I / We hereby record my / our presence at the 24<sup>th</sup> ANNUAL GENERAL MEETING of the Company at the Rotary Club, Lavelle Road, Bengaluru on 26<sup>th</sup> September 2019 at 3.00 pm

Note: Please complete this slip and hand it over at the entrance of the Meeting venue.

Member's / Proxy's Signature

# WeP Solutions Limited

CIN: L72200KA1995PLC025617

Regd. Office: 40 /1A, Basappa Complex, Lavelle Road, Bengaluru 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]

CIN	L72200KA1995PLC025617
Name of the Company	WeP Solutions Limited
Registered Office	40/1 A, Basappa Complex, Lavelle Road, Bangalore 560 001.
Name of the Member(s)	
Registered Address of the Member(s)	
e-mail Id	
Folio No/DP ID – Client ID	

I/We, \_\_\_\_\_ being the Member(s) of \_\_\_\_\_ Equity Shares of the above named Company, hereby appoint.

- Name: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
Address: \_\_\_\_\_ or failing him;
- Name: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
Address: \_\_\_\_\_ or failing him;
- Name: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
Address: \_\_\_\_\_ or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24<sup>th</sup> Annual General Meeting of the Company to be held on 26<sup>th</sup> September 2019 at Rotary Club, Lavelle Road, Bengaluru 560 001 at 3.00 pm and/or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No(s)	Resolutions	No. of Shares held by me	I assent to the Resolution	I dissent from the Resolution
<b>Ordinary Business:</b>				
1.	To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the Financial Year ended 31 <sup>st</sup> March, 2019 and the Report of the Board of Directors and Auditors thereon.			
2.	Re-appointment of Dr. A L Rao as Director who retires by rotation.			
<b>Special Business:</b>				
3.	Appointment of H V Gowthama (DIN: 00250122) as an Independent Director of the Company for a Second term of 5 consecutive years.			
4.	Re-appointment of Mythily Ramesh (DIN: 06959991) as an Independent Director of the Company for a second term of 2 consecutive years.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

Signature of Member(s) : \_\_\_\_\_

Signature of Proxy holder(s) : \_\_\_\_\_

*Affix  
Revenue  
Stamp*

Note:

1. 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.
2. For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 24<sup>th</sup> Annual General Meeting.
3. Please complete all details including details of Member(s) in above box before submission.



# WeP Solutions Limited

CIN: L72200KA1995PLC025617

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

Form No. MGT-12

## POLLING PAPER / BALLOT PAPER

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]*

Name of the Company: WeP Solutions Limited				
CIN: L72200KA1995PLC025617				
Registered Office: 40 /1A, Basappa Complex, Lavelle Road, Bengaluru 560 001.				
Sl. No.	Particulars	Details		
1.	Name of the First Named Shareholder (In block letters)			
2.	Postal address			
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)			
4.	Class of Share	Equity Share		
I hereby exercise my vote in respect of Ordinary / Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:				
Resolution No(s)	Resolutions	No. of Shares held by me	I assent to the Resolution	I dissent from the Resolution
Ordinary Business:				
1.	To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the Financial Year ended 31 <sup>st</sup> March, 2019 and the Report of the Board of Directors and Auditors thereon.			
2.	Re-appointment of Dr. A L Rao as Director who retires by rotation.			
Special Business:				
3.	Appointment of H V Gowthama (DIN: 00250122) as an Independent Director of the Company for a Second term of 5 consecutive years.			
4.	Re-appointment of Mythily Ramesh (DIN: 06959991) as an Independent Director of the Company for a second term of 2 consecutive years.			

\_\_\_\_\_  
Member's Signature

Date:

Place:

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