

# WeP Solutions Limited

CIN: L72200KA1995PLC025617

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

## NOTICE

Dear Member,

Notice is hereby given that the 25<sup>th</sup> Annual General Meeting of the members of WeP Solutions Limited ("the Company") to be held on 6<sup>th</sup> November 2020 at 3.00 PM through video conference and other audio visual means (VC). The Notice of the meeting, containing the business to be transacted, is enclosed herewith.

As per Section 108 of the Companies Act, 2013, ('the Act') read with the related Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice.

### **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, 2020 and the Report of the Board of Directors and Auditors thereon - **Ordinary Resolution**.
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. **Re-appointment of Shankar Jaganathan (DIN: 02121024) 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), Shankar Jaganathan (DIN: 02121024) 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 re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five (5) consecutive years with effect from 27<sup>th</sup> August 2020.

**"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"

4. **Appointment of Sandeep Kumar Goyal (DIN: 03023842) as Executive Director designated as Whole Time Director of the Company.**

To approve appointment of Sandeep Kumar Goyal (DIN: 03023842) as Executive Director designated as Whole Time 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 Management Personnel) Rules, 2014 (including any statutory modification(s) thereof, for the time being in force) and Clauses of Articles of Association of the Company as amended, Sandeep Kumar Goyal (DIN: 03023842), be and is hereby appointed as the Whole Time Director of the Company for a period of five years with effect from 1<sup>st</sup> July 2020 on such terms and conditions as set out in the Statement annexed to the notice convening the meeting, with the liberty

given to the Board of Directors to alter and vary terms and conditions of the said appointment and/or remuneration in such manner as may be agreed to by and between the Company and Sandeep Kumar Goyal provided however, such alteration 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 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**

**Sujata Pratik Shaha  
Company Secretary**

**Place: Bengaluru**

**Date: 14<sup>th</sup> September 2020**

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

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**NOTES:**

An explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the special business is annexed hereto.

Pursuant to the General Circular numbers 20/2020, 14/2020, 17/2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.

A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the members will not be available.

Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 (“the Act”).

Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal.

In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), as amended the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (“e-voting”) facility provided by the National Securities Depository Limited (NSDL).

Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again.

The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice.

The Board has appointed Vinay B L, Practicing Company Secretary, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.

The e-voting period commences on 1<sup>st</sup> November 2020 (9:00 AM) and ends on 5<sup>th</sup> November 2020 (5:00 PM)

During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on 29<sup>th</sup> October 2020 may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on 29<sup>th</sup> October 2020.

The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.

Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.

In compliance with the Circulars, the Annual Report 2019-20, the Notice of the 25<sup>th</sup> Annual General Meeting, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).

Members may also note that the Notice of the 25<sup>th</sup> Annual General Meeting and the Annual Report 2019-20 will also be available on the Company's website, [www.wepsolutions.co.in](http://www.wepsolutions.co.in), website of the Stock Exchange, i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL <https://www.evoting.nsdl.com>.

Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.

The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchange, NSDL, and RTA and will also be displayed on the Company's website [www.wepsolutions.co.in](http://www.wepsolutions.co.in).

Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice

### **The instructions for members for remote e-voting are as under**

How do I vote electronically using NSDL e-Voting system?

#### **General guidelines for VC participation**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1:** Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

**Step 2:** Cast your vote electronically on NSDL e-Voting system.

#### **Details on Step 1 is mentioned below:**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered .

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details / Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for Shareholders**

- 1 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [vinay@vinaybl.com](mailto:vinay@vinaybl.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free No.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id).
3. Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

#### **The instructions for members for e-voting on the day of the AGM are as under**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### **Instructions for members for attending the AGM through VC/OAVM are as under**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at (company email id).
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number / folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.

### **General guidelines for VC participation**

- i. Members may note that the 25<sup>th</sup> AGM of the Company will be convened through VC in compliance with the applicable provisions of the Companies Act, 2013, read with the Circulars. The facility to attend the meeting through VC will be provided by the Company.
- ii. The facility of joining the AGM through VC / OAVM will be opened 60 minutes before the scheduled start-time of the AGM and will be available for Members on a first-come-first-served-basis.
- iii. The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the AGM.
- iv. Members can participate in the AGM through their desktops / smartphones / laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops / laptops with high-speed internet connectivity.
- v. Please note that participants connecting from mobile devices or tablets, or through laptops via mobile hotspot may experience audio / video loss due to fluctuation in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any of the aforementioned glitches.

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

### **Item No. 3:**

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. He is currently the Founder and Chief Executive of CimpilyFive Corporate Secretarial Services Pvt. Ltd. Shankar Jaganathan is the Independent Director of the Company and have held the positions as such for 5 (five) years.

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, Shankar Jaganathan is eligible for re-appointment for the Second Term as Independent Directors and has offered himself for the said re-appointment. The Board of Directors recommends the proposal to re-appointment of Shankar Jaganathan 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 is 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 as amended, Shankar Jaganathan, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be reappointed as an Independent Director for second term of five consecutive years with effect from 27<sup>th</sup> August 2020.

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 as amended.

Date of Birth	21 <sup>st</sup> August 1960
Date of Appointment	Second Term: 27 <sup>th</sup> August 2020
Qualification	Chartered Accountant and Law Graduate
List of other directorships and position held	1. Right Horizons Financial Services Private Limited - Director. 2. Cimpilyfive Corporate Secretarial Services Private Limited - Director and CEO. 3. Right Horizons Portfolio Management Private Limited - Director.
Chairman / Member of the committee of the Board of Directors of Public Company	NIL
Shareholding in the Company	2,228 Shares

Copy of the draft letter for appointment of Shankar Jaganathan as an Independent Director setting out terms and conditions will be available for inspection from the circulation of the Notice of AGM upto the date of AGM. Members seeking to inspect such document can send an email to [compliance.officer@wepsol.in](mailto:compliance.officer@wepsol.in).

Shankar Jaganathan is interested in the resolution set out at Item Nos. 3 of the Notice with regard to their respective appointment. The relatives of Shankar Jaganathan 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:**

Sandeep Kumar Goyal is a Chartered Accountant and Commerce Graduate. He is currently serving as the Chief Financial officer of the Company. Keeping in view that Sandeep Kumar Goyal 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 Sandeep Kumar Goyal as the Whole Time Director

Pursuant to the recommendation of Nomination and Compensation Committee, the Board of Directors of the Company passed a resolution on 15<sup>th</sup> June 2020 approving appointment of Sandeep Kumar Goyal as Executive Director of the Company designated as Whole Time Director for a period of five years with effect from 1<sup>st</sup> July 2020. 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 196 of the Companies Act, 2013.

The details of remuneration payable to Sandeep Kumar Goyal and the terms and conditions of appointment are as mentioned below:

**A) Basic Salary**

Rs. 1,25,000/- per month with such increments as may be decided by the Board of Directors of the Company from time to time ("Board" which term shall be deemed to include any Committee thereof, including the 'Nomination and Compensation Committee' of the Board).

**B) Perquisites, allowances, retivals and other benefits, reimbursements and earned leave**

Rs. 2,10,000/- per month with such increments as may be decided by the Board of Directors of the Company from time to time ("Board" which term shall be deemed to include any Committee thereof, including the 'Nomination and Compensation Committee' of the Board).

**C) Performance Linked Incentive / Commission**

- i) Rs. 1,66,667/- per month payable either monthly / quarterly / annually and as per Company's policy and / or as may be recommended by the Nomination and Compensation Committee and approved by the Board.
- ii) 2% of Net Profits of the company payable quarterly and or as may be recommended by the Nomination and Compensation Committee and approved by the Board.

The total remuneration shall be restricted to the limits as prescribed in Schedule V of the Companies Act, 2013. Company's contribution to Provident Fund, Superannuation Fund, Gratuity and Encashment of Leave as per the rules of the Company payable to Mr. Sandeep Kumar Goyal will not be considered for calculating the ceiling on remuneration and perquisites as aforesaid.

**D) Sitting fees**

The Whole-time Director, so long as he functions as such, shall not be entitled to any sitting fees for attending meetings of the Board and/ or any Committee(s) of the Board thereof.

**E) Termination**

The appointment of the Whole-time Director may be terminated by either the Whole-time Director or the Company by giving a 3 (Three) calendar months' notice in writing to the other party.

In the event of termination of appointment of the Whole-time Director by the Company, the compensation, if any, shall be subject to and in accordance with provisions of Section 202 of the Act.



Details of Director seeking appointment are provided herewith:

Date of Birth	24-09-1980
Date of Appointment	15 <sup>th</sup> June 2020 (w.e.f. 1 <sup>st</sup> July 2020)
Qualification	Chartered Accountant, CPA
List of other directorships and position held	Emerge Power Solutions Private Limited wep solutions india limited WeP Digital Services Limited
Chairman / Member of the committee of the Board of Directors of Public Company	NIL
Shareholding in the Company	96,528 Equity Shares

Sandeep Kumar Goyal 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 Whole Time Director. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Copy of the draft letter for appointment of Sandeep Kumar Goyal as an Whole-time Director setting out terms and conditions will be available for inspection from the circulation of the Notice of AGM upto the date of AGM. Members seeking to inspect such document can send an email to [compliance.officer@wepsol.in](mailto:compliance.officer@wepsol.in).

Sandeep Kumar Goyal is interested in the resolution set out at Item No. 4 of the Notice with regard to their respective appointment. The relatives of Sandeep Kumar Goyal 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 Sandeep Kumar Goyal and his relatives, 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. 4

Your Board recommends the Special Resolution 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: 14<sup>th</sup> September 2020**

**Sujata Pratik Shaha  
Company Secretary**



**WeP Solutions Limited**

ANNUAL REPORT 2019-20