



Ref.No WSL/BSE/ AGM/672/2018

21st September 2018

The General Manager,
Department of Corporate Services,
Bombay Stock Exchange Limited,
P.J. Towers, Dalal Street,
Mumbai 400 001.

Dear Sir,

Sub: 23rd Annual General Meeting ('AGM') and Voting Results
Ref: Scrip Code 532373 – Scrip Name: WEPSOLN.

We wish to inform you that the 23rd Annual General Meeting ('AGM') of the Company was held on Thursday, 20th September 2018 at 3.00 PM at Rotary Club, Lavelle Road, Bengaluru 560 001.

All the items of the business as mentioned in the Notice convening the said Annual General Meeting have been transacted and all the resolutions have been passed by the Shareholders with requisite majority by way of remote e-voting, ballot voting and Poll.

Other details regarding the attendance at the Annual General Meeting are provided below:

Sr. No	Description	
A	Date of Annual General Meeting	Thursday, 20 th September 2018
B	Book Closure Date	Friday, 14 th September 2018 to Thursday, 20 th September 2018 (Both days inclusive)
C	Total Number of Shareholders on the Record Date	4,205
D	No. of Shareholders present in the Meeting either in Person or through Proxy	Promoter and Promoter Group : 6 Public : 62 Total : 68
E	No. of Shareholders attended the meeting through Video Conferencing	Video Conferencing facility was not made available.



WeP Solutions Limited

Regd. Office : Basappa Complex, 40/1A, Lavelle Road, Bangalore - 560001 Tel : 91-80-66112000/01. Fax : 91-80-66112242

CIN :- L72200KA1995PLC025617, Email: corporate@wepsol.in, www.wepsolutions.co.in, www.wepindia.com



As required under the provisions of Section 108 of Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company provided the following mode of voting:

- i. E-voting facility to all the Shareholders;
- ii. Physical Ballot to those Shareholders who do not have access to e-voting facility;
- iii. Poll conducted at the Annual General Meeting to enable the Shareholders attending the Meeting in person and who did not participate in the e-voting/physical ballot to exercise their voting rights;

The e-voting was held from Friday, 14th September 2018 (9.00 AM) to Wednesday, 19th September 2018 (5.00 PM).

Chairman of the Company, provided the facility of voting through ballot paper to all those shareholders and proxy holders who attended the AGM and who did not participate in the E- voting , in proportion to their shareholding for all matters as contained in Item No. 1 to 3 of the Notice of the AGM.

The Scrutinizer, Vinay B L, Practicing Company Secretary from Bangalore submitted his report and the resolutions were declared as duly passed by requisite majority through e-voting, physical ballot and poll.

Item No	Items
1	To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the Financial Year ended 31 March, 2018 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.
3	Re-appointment of Ram N Agarwal as Chairman and Managing Director of the Company.

Accordingly we hereby report that all the resolutions moved at the 23rd Annual General Meeting held on Thursday, 20th September 2018 were passed with requisite majority.

In this regard, please find enclosed the following in connection with the 23rd Annual General Meeting ('AGM') of the Company.

1. Voting Results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Annexure I.
2. Scrutinizer's Report dated Friday, 21st September 2018, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 - Annexure II.

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3. Brief proceedings as required under Regulation 30 – PART A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – **Annexure III.**

The above mentioned Scrutinizer's Report is uploaded on the website of the Company at www.wepsolutions.co.in and on the website of Karvy Computershare Private Limited, e-voting agency at <https://evoting.karvy.com>.

We request you to kindly take note of the same and also update your website for the information of our shareholders and investors.

Kindly acknowledge receipt.

Regards,
For WeP Solutions Limited

Sujata Arvind Lele
Sujata Arvind Lele
Company Secretary and Compliance Officer
Encl: As above.

WeP Solutions Limited

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WeP Solutions Limited

Annexure I

Declaration in accordance with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the business transacted by the Company through the facility of e-voting/Ballot Paper is furnished below:

Date of Annual General Meeting: **Thursday, 20th September 2018**

Date of Declaration of Results: **Friday, 21st September 2018**

Total Shareholders as on Friday, 7th September 2018: **4,205 Shareholders**

Details of voting on the Ordinary/Special Resolution as detailed in the Notice of 23rd Annual General Meeting:

Resolution No 1 - Ordinary Resolution Promoter/Promoter Group are interested in the Agenda/Resolution : No	Promoter/Public	No. of Shares Held	No. of votes polled	% of votes polled on Outstanding Shares	No. of votes in favour	No. of votes against	No. of Votes Invalid*	% of votes in favour - on votes polled	% of votes against - on votes polled	% of invalid votes on votes polled *
To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the Financial Year ended 31 March, 2018 and the Report of the Board of Directors and Auditors thereon.	Promoter and Promoter Group	98,03,010	98,03,010	100.00	98,03,010	0	0	100.00	0.00	0.00
	Public - Institutional Holders	0	0	0.00	0	0	0	0.00	0.00	0.00
	Public - Others	1,53,84,962	41,80,331	27.17	41,62,480	0	17,851	99.57	0.00	0.43
	Total	2,51,87,972	1,39,83,341	55.52	1,39,65,490	0	17,851	99.87	0.00	0.13
<i>(Note: * Invalid includes abstained from voting)</i>										
Resolution No 2 - Ordinary Resolution Whether Promoter/Promoter Group are interested in the Agenda/Resolution : No	Promoter/Public	No. of Shares Held	No. of votes polled	% of votes polled on Outstanding Shares	No. of votes in favour	No. of votes against	No. of Votes Invalid*	% of votes in favour - on votes polled	% of votes against - on votes polled	% of invalid votes on votes polled *
To re-appoint, Dr. A L Rao, who retires by rotation at this meeting and being eligible, offers himself for re-appointment.	Promoter and Promoter Group	98,03,010	98,03,010	100.00	98,03,010	0	0	100.00	0.00	0.00
	Public - Institutional Holders	0	0	0.00	0	0	0	0.00	0.00	0.00
	Public - Others	1,53,84,962	41,85,345	27.20	41,67,494	0	17,851	99.57	0.00	0.43
	Total	2,51,87,972	1,39,88,355	55.54	1,39,70,504	0	17,851	99.87	0.00	0.13
<i>(Note: * Invalid includes abstained from voting)</i>										
Resolution No 3 - Special Resolution Whether Promoter/Promoter Group are interested in the Agenda/Resolution : Yes to the extent of their Shareholding	Promoter/Public	No. of Shares Held	No. of votes polled	% of votes polled on Outstanding Shares	No. of votes in favour	No. of votes against	No. of Votes Invalid*	% of votes in favour - on votes polled	% of votes against - on votes polled	% of invalid votes on votes polled *
Re-appointment of Ram N Agarwal as Chairman and Managing Director of the Company.	Promoter and Promoter Group	98,03,010	98,03,010	100.00	98,03,010	0	0	100.00	0.00	0.00
	Public - Institutional Holders	0	0	0.00	0	0	0	0.00	0.00	0.00
	Public - Others	1,53,84,962	41,85,345	27.20	41,67,494	0	17,851	99.57	0.00	0.43
	Total	2,51,87,972	1,39,88,355	55.54	1,39,70,504	0	17,851	99.87	0.00	0.13
<i>(Note: * Invalid includes abstained from voting)</i>										





Vinay B. L. B.Com., F.C.S., LL.B.,
Company Secretary

#104, 1st Floor, Sarvaboumanagara,
Chikkalasandra II Main, Bangalore 560061
Ph: 080 41105366 Mob: 97381 08249

Email: vinay@vinaybl.com
Website: www.vinaybl.com

FORM NO. MGT.13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
WeP Solutions Limited,
40/1 A, Basappa Complex, Lavelle Road, Bangalore 560 001
CIN: L72200KA1995PLC025617

**23rd Annual General Meeting of the Equity Shareholders of WeP Solutions Limited
Held on Thursday, 20th September 2018 at Rotary Club, Lavelle Road, Bangalore 560 001
held at 3.00 PM**

Dear Sir,

Sub: Submission of Scrutinizer's Report – 23rd Annual General Meeting

I Vinay B L, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of WeP Solutions Limited ('the Company') for the purpose of scrutinizing the e-voting, ballots received in postal mode and polls made at the Annual General Meeting under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time. The Company had appointed M/s. Karvy Computershare Private Limited as the e-voting agency for providing e-voting facility to its shareholders. The e-voting commenced on Friday, 14th September 2018 (9.00 AM) and ended on Wednesday, 19th September 2018 (5.00 PM), the day preceding the 23rd Annual General Meeting.

As a scrutinizer for the e-voting process, for ballots received in postal mode and polls made at the Annual General Meeting, my responsibility is limited to make a Report of the votes cast "in favour" or "against" the resolutions stated in the Notice sent to the shareholders calling for the 23rd Annual General Meeting, based on the reports generated from the e-voting system provided by M/s. Karvy Computershare Private Limited, and the verification of physical ballot papers received at the 23rd Annual General Meeting.

It may be noted that the Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e voting and voting through physical ballot/poll on the resolutions contained in the notice to the 23rd Annual General Meeting of the members of the Company.



I submit the report as under:

The 23rd Annual Report and the Notice of ~~23rd Annual General Meeting~~ was sent by electronic mode to those members whose e-mail ids were registered with the Depository Participants and for other members, hard copy of 23rd Annual Report and the Notice of 23rd Annual General Meeting was sent through permitted modes.

The prescribed particulars with regard to the remote e-voting were duly advertised on 28th August 2018 in Business Standard and on 31st August 2018 in HosaDiganta.

The 23rd Annual Report and the Notice of the 23rd Annual General Meeting was also uploaded on the website of the Company – www.wepsolutions.co.in

➤ **Remote E-voting:**

The Company had availed the e-voting facility offered by M/s Karvy Computershare Private Limited for conducting remote e-voting by the Shareholders of the Company.

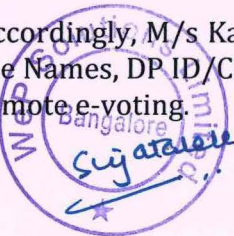
The Equity Shareholders holding Shares as on Friday, 7th September 2018 “cut-off” date were entitled to vote on the resolutions stated in the Notice of the 23rd Annual General Meeting.

The voting period for remote e-voting remained open from Friday, 14th September, 2018 (9.00 AM) to Wednesday, 19th September, 2018 (5.00 PM). The e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked after the conclusion of the 23rd Annual General Meeting in the presence of two witnesses who are not in the employment of the Company.

Only the Votes cast by the Corporate/Institutional Members who have e-mailed the scanned certified true copy of Board Resolution/Power of Attorney/ Authorisation Letter etc. at the e-mail id vinay@vinaybl.com : e-voting@karvv.com : investor@wensol.in or who have uploaded on the website of Karvy Computershare Private Limited i.e. <https://evoting.karvy.com> have been considered valid.

In the view of Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4) (xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that Members who have cast their votes through remote e-Voting do not vote again at the 23rd Annual General Meeting, ~~the Scrutinizer shall have access after the closure of period of~~ remote e-voting and before the start of the 23rd Annual General Meeting, to only such details relating to Members who have cast their votes through e-voting, such as their Names, DP ID/Client ID, Number of Shares held but not the manner in which they have voted.

Accordingly, M/s Karvy Computershare Private Limited, the e-voting agency provided us with the Names, DP ID/Client ID and Shareholding of the Members who had cast their votes through remote e-voting.



➤ **Poll:**

Poll was carried out at the 23rd Annual General Meeting by distributing ballot papers to enable those members attending the Annual General Meeting in person or through proxy, who had not voted through remote e-voting to exercise their voting rights.

Ballot box used for poll process was displayed to the members and was locked by me.

On completion of the ballot process, I opened the ballot box in presence of two witnesses who are not in employment of the Company.

The Poll papers were reconciled with the records maintained by the M/s. Cameo Corporate Services Limited, Registrar and Share Transfer Agent of the Company and the authorizations/proxies lodged by the Company.

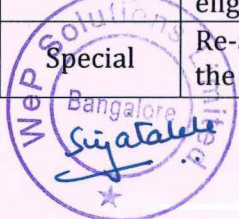
Results:

As per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of Annual General Meeting	Thursday, 20th September, 2018
Total Number of Shareholders as on Book Closure Date	4205
No. of Shareholders present in the Meeting either in person or through proxy	68
Promoter and Promoter Group	6
Public	62
No. of Shareholders attended the Meeting through Video Conferencing	
Promoter and Promoter Group	Nil
Public	Nil

The items of business set out in the notice and covered by the e-voting/physical ballot/poll are as mentioned below:

Sl. No	Type of Resolution	Subject Matter
1	Ordinary	To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the Financial Year ended 31 st March 2018 and the Report of the Board of Directors and Auditors thereon.
2	Ordinary	To re-appoint Dr. A.L Rao, who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
3	Special	Re-appointment of Ram N Agarwal as Chairman and Managing Director of the Company



On the basis of the information furnished by M/s. Cameo Corporate Services Limited, the Company's Share Transfer Agent, on the Poll conducted at the venue of the 23rd Annual General Meeting and based on the Data downloaded from the official website of M/s. Karvy Computershare Private Limited for the e-voting process, the result of voting through remote e-voting, ballots received in postal mode and polls made at the 23rd Annual General Meeting venue are as under:

Resolution No	Total Ballots/Votes		Valid Ballots/Votes in Favour of the Resolution			Valid Ballots/Votes Against the Resolution			Invalid Ballots/Votes *		
	Ballots	Votes Cast	Ballots	Votes Cast	% Votes	Ballots	Votes Cast	% Votes	Ballots	Votes Cast	% Votes
1	89	1,39,83,341	88	1,39,65,490	99.87	0	0	0	1	17,851	0.13
2	90	1,39,88,355	89	1,39,70,504	99.87	0	0	0	1	17,851	0.13
3	90	1,39,88,355	89	1,39,70,504	99.87	0	0	0	1	17,851	0.13

*Invalid Ballots includes abstained from voting.

In cases where Votes are casted in both, Remote E-voting and Poll at the venue of the 23rd Annual General Meeting, only the votes casted in e-voting are taken into account in respect of such shareholders.

In cases where Votes are casted in both, Ballot and Poll at the venue of the 23rd Annual General Meeting, only the votes casted in Ballot are taken into account in respect of such shareholders.

The first two resolutions were passed as ordinary resolutions and the third resolution has been passed as Special Resolution with the requisite majority.

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

The relevant records were sealed and handed over to the Company Secretary, authorized by the Board for safe keeping.

You may accordingly declare the result of voting.

Thanking you,

Yours faithfully,



Vinay B L
Company Secretary in Practice
M No: F9159, C P No: 10760





Annexure III

Summary of proceedings as required under Regulation 30, Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations

SUMMARY OF PROCEEDINGS OF THE 23rd ANNUAL GENERAL MEETING

The 23rd Annual General Meeting ('AGM') of the Members of WeP Solutions Limited ('the Company') was held on Thursday, 20th September 2018 from 03.00 PM to 03.30 PM at Rotary Club, Lavelle Road, Bangalore 560 001.

The Meeting was attended by Five Directors of the Company, Chief Financial Officer, Company Secretary and Statutory Auditor.

Ram N Agarwal, Chairman and Managing Director of the Company chaired the meeting. He introduced other Directors present on the dais to the members. The requisite quorum being present, the Chairman called the meeting to order.

The Chairman delivered his speech.

The Notice convening the 23rd Annual General Meeting was taken as read with the permission of the Members. The Chairman informed that the Auditor's Report did not contain any qualification, reservation, adverse remark or disclaimer. The Auditor's Report was read by the Company Secretary.

The Chairman informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the venue of the Annual General Meeting and had not cast their votes electronically were provided an opportunity to cast their votes at the end of the meeting. It was further informed that there would be no voting by show of hands.

The following items of business, as per the Notice of the 23rd Annual General Meeting dated 4th August 2018, were transacted at the meeting:



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Item No	Items
1	To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the Financial Year ended 31 March, 2018 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.
3	Re-appointment of Ram N Agarwal as Chairman and Managing Director of the Company.

Clarifications were provided to the queries raised by the members.

The Board of Directors had appointed Vinay B L, Practicing Company Secretary as the Scrutinizer to supervise the e-voting and Ballot/Poll voting process. The Chairman authorized the Company Secretary to declare the results of voting and place the same on the website of the Company.

The Scrutinizer's Report was received and accordingly all the resolutions as set out in the Notice were declared as passed.

This is for your information and records.

Thanking You,

Yours Sincerely,

Regards,

For WeP Solutions Limited


Sujata Arvind Lele

Company Secretary and Compliance Officer

WeP Solutions Limited

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