

Ref: WSL/BSE/AGM14-15/53/2015

28<sup>th</sup> August 2015

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

Dear Sir,

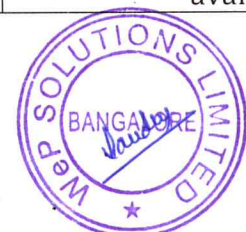
Ref: **Scrip Code: 532373 – WEPSOLN**

Sub: **Submission of Outcome of the proceedings of the 20<sup>th</sup> Annual General Meeting of the Company held on 27<sup>th</sup> August 2015.**

We wish to inform you that the 20<sup>th</sup> Annual General Meeting (AGM) of WeP Solutions Limited (“the Company”) held on 27<sup>th</sup> August 2015 at Rotary Club, Lavelle Road, Bangalore – 560 001 , to transact the business set out in the Notice dated 25<sup>th</sup> July 2015.

Other details regarding the attendance at the AGM are provided below:

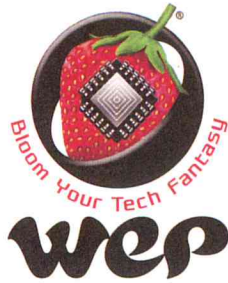
Sr. No	Description					
1	Date of Annual General Meeting					27-08-2015
2	Total Number of Shareholders on record date					3,566
3	No of Shareholders present in the meeting either in person or through proxy as per the attendance records					79
4	<b>Shareholders</b>	<b>Present in Person</b>	<b>Present through proxy</b>	<b>Total</b>	<b>Shares</b>	<b>% To Capital</b>
	Promoter and Promoter Group	3	-	3	55,42,691	24.10%
	Public	44	32	76	16,38,282	7.12%
	<b>Total</b>	<b>47</b>	<b>32</b>	<b>79</b>	<b>71,80,973</b>	<b>31.22%</b>
5	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 Clause 35 B of Listing Agreement, Company provided the following modes 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 AGM 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 21<sup>st</sup> August 2015 (9.00 AM) to 26<sup>th</sup> August 2015 (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 did not participate in E- Voting, in proportion to their Shareholding for all matters as contained in Item Nos. 1 to 8 of the Notice of 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.

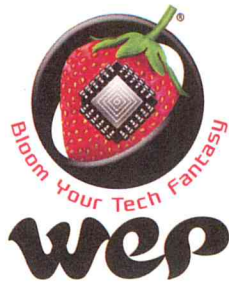
Item No	Items
1	Adoption of audited financial statements for the year ended 31 <sup>st</sup> March 2015.
2	Declaration of Dividend on Equity Shares for the Financial Year 2014-15.
3	Re-appointment of Dr. A L Rao as Director, who retires by rotation.
4	Ratification of the appointment of Statutory Auditors.
5	Appointment of Shankar Jaganathan as an Independent Director.
6	Approval of Remuneration of Cost Auditor for the Financial Year 2015-16.
7	Appointment of Prashee Agarwal as Non-Executive (Non-Independent) Director.
8	Appointment of Ram N Agarwal as Managing Director.



## WeP Solutions Limited

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Accordingly we hereby report that all the resolutions moved at the 20<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> August 2015, were passed with requisite majority.

The details of consolidated voting results on all the resolutions as set out in Item Nos. 1 to 8 of the Notice of AGM is forwarded separately in Annexure I, in the format prescribed under Clause 35A of the Listing Agreement.

This is for your kind information and records.

Thanking you,

**For WeP Solutions Limited**

*Sandeep*

**Sandeep Kumar Goyal**  
Compliance Officer



**WeP Solutions Limited**

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**WeP Solutions Limited**

*Annexure I*

Declaration in accordance with Clause 35 A of the Listing Agreement, for the business transacted by the Company through the facility of E-voting/Ballot Paper is furnished below:

Date of Annual General Meeting: **Thursday, 27<sup>th</sup> August 2015.**

Date of Declaration of Results: **Friday, 28<sup>th</sup> August 2015.**

Total Shareholders as on 14<sup>th</sup> August 2015: **3,566**

Details of voting on the Ordinary/Special Resolution as detailed in the Notice of 20<sup>th</sup> Annual General Meeting:

Resolution No 1 - Ordinary Resolution	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	% of votes in favour - on votes polled	% of votes against - on votes polled
Adoption of Financial Statements of the Company for the year ended March 31,2015, including Audited Balance Sheet, the Statement of Profit and Loss Account and Cash Flow Statement of the Company for the year ended together with the Directors' Report and Auditors Report thereon.	Promoter and Promoter Group	9790716	9790716	100.0000	9790716	0	100.0000	0.0000
	Public - Institutional Holders	0	0	0.0000	0	0	0.0000	0.0000
	Public - Others	13212756	5680658	42.9937	5680645	13	99.9998	0.0002
	<b>Total</b>	<b>23003472</b>	<b>15471374</b>	<b>67.2567</b>	<b>15471361</b>	<b>13</b>	<b>99.9999</b>	<b>0.0001</b>
Resolution No 2 - Ordinary Resolution	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	% of votes in favour - on votes polled	% of votes against - on votes polled
Declaration of Dividend on Equity Shares for the Financial Year 2014-15.	Promoter and Promoter Group	9790716	9790716	100.0000	9790716	0	100.0000	0.0000
	Public - Institutional Holders	0	0	0.0000	0	0	0.0000	0.0000
	Public - Others	13212756	5680658	42.9937	5680645	13	99.9998	0.0002
	<b>Total</b>	<b>23003472</b>	<b>15471374</b>	<b>67.2567</b>	<b>15471361</b>	<b>13</b>	<b>99.9999</b>	<b>0.0001</b>





Resolution No 3 - Ordinary Resolution	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	% of votes in favour - on votes polled	% of votes against - on votes polled
Appointment of Dr. A L Rao, who retires by rotation, and being eligible seeks re-appointment.	Promoter and Promoter Group	9790716	9790716	100.0000	9790716	0	100.0000	0.0000
	Public - Institutional Holders	0	0	0.0000	0	0	0.0000	0.0000
	Public - Others	13212756	5680658	42.9937	5680645	13	99.9998	0.0002
	<b>Total</b>	<b>23003472</b>	<b>15471374</b>	<b>67.2567</b>	<b>15471361</b>	<b>13</b>	<b>99.9999</b>	<b>0.0001</b>
Resolution No 4 - Ordinary Resolution	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	% of votes in favour - on votes polled	% of votes against - on votes polled
Ratification of the appointment of Statutory Auditors	Promoter and Promoter Group	9790716	9790716	100.0000	9790716	0	100.0000	0.0000
	Public - Institutional Holders	0	0	0.0000	0	0	0.0000	0.0000
	Public - Others	13212756	5680658	42.9937	5680645	13	99.9998	0.0002
	<b>Total</b>	<b>23003472</b>	<b>15471374</b>	<b>67.2567</b>	<b>15471361</b>	<b>13</b>	<b>99.9999</b>	<b>0.0001</b>
Resolution No 5 - Ordinary Resolution	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	% of votes in favour - on votes polled	% of votes against - on votes polled
Appointment of Shankar Jaganathan as Independent Director	Promoter and Promoter Group	9790716	9790716	100.0000	9790716	0	100.0000	0.0000
	Public - Institutional Holders	0	0	0.0000	0	0	0.0000	0.0000
	Public - Others	13212756	5680658	42.9937	5680639	19	99.9997	0.0003
	<b>Total</b>	<b>23003472</b>	<b>15471374</b>	<b>67.2567</b>	<b>15471355</b>	<b>19</b>	<b>99.9999</b>	<b>0.0001</b>
Resolution No 6 - Ordinary Resolution	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	% of votes in favour - on votes polled	% of votes against - on votes polled
Approval of the remuneration of the Cost Auditor for the Financial Year 2015-16	Promoter and Promoter Group	9790716	9790716	100.0000	9790716	0	100.0000	0.0000
	Public - Institutional Holders	0	0	0.0000	0	0	0.0000	0.0000
	Public - Others	13212756	5680658	42.9937	5680639	19	99.9997	0.0003
	<b>Total</b>	<b>23003472</b>	<b>15471374</b>	<b>67.2567</b>	<b>15471355</b>	<b>19</b>	<b>99.9999</b>	<b>0.0001</b>

	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	% of votes in favour - on votes polled	% of votes against - on votes polled
<b>Resolution No 7- Ordinary Resolution</b>								
Appointment of Prashee Agarwal as Non-Executive (Non-Independent) Director	Promoter and Promoter Group	9790716	9790716	100.0000	9790716	0	100.0000	0.0000
	Public - Institutional Holders	0	0	0.0000	0	0	0.0000	0.0000
	Public - Others	13212756	5680658	42.9937	5680639	19	99.9997	0.0003
	<b>Total</b>	<b>23003472</b>	<b>15471374</b>	<b>67.2567</b>	<b>15471355</b>	<b>19</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Resolution No 8 - Special Resolution*</b>								
Appointment of Ram N Agarwal as Managing Director	Promoter and Promoter Group	9790716	9790716	100.0000	9790716	0	100.0000	0.0000
	Public - Institutional Holders	0	0	0.0000	0	0	0.0000	0.0000
	Public - Others	13212756	5680658	42.9937	5675068	19	99.9016	0.0003
	<b>Total</b>	<b>23003472</b>	<b>15471374</b>	<b>67.2567</b>	<b>15465784</b>	<b>19</b>	<b>99.9639</b>	<b>0.0001</b>

Note: \* The difference between the aggregate of (% of votes in favour plus % of votes against) and total votes polled is due to abstained category







**Vinay B. L.** B.Com., A.C.S.  
Company Secretary

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BSK II Stage, Bangalore-560 070.  
Mobile : 97381 08249, 72591 78839  
Ph : 080-26710531, 080-26710562  
E-mail : 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,  
20<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s WeP Solutions Limited,  
Held on 27<sup>th</sup> August, 2015 at Rotary Club, Lavelle Road, Bangalore - 560001 at 4.00 PM

Dear Sir,

**Sub: Submission of Scrutinizer's Report - 20<sup>th</sup> Annual General Meeting**

I Vinay B L, Company Secretary in Practice, have been appointed as the Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the e-voting, ballots received in postal mode & 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, Company had appointed M/s Karvy Computershare Private Limited for providing e-voting facility to its shareholders. The e-voting for the resolutions was from 21<sup>st</sup> August, 2015 (9.00 AM) to 26<sup>th</sup> August, 2015 (5.00 PM), the day preceding the Annual General Meeting.

As a scrutinizer for the e voting process, for ballots received in postal mode & polls made at the Annual General Meeting, my responsibility is limited to make a Report of the votes case "in favour" or "against" the resolutions stated in the Notice sent to the shareholders calling for the 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 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 annual general meeting of the members of the company.

I submit the report as under:

1. The prescribed particulars with regard to the remove e-voting was duly advertised on 5<sup>th</sup> August, 2015 in Business Standard and HosaDiganta.
2. 14<sup>th</sup> August, 2015 was fixed as the cut off date for the purpose of determining the eligibility to participate in the said e voting/poll process.
3. The Annual General Meeting was held on Thursday, 27<sup>th</sup> August, 2015 at 4.00 PM at Rotary Club, Lavelle Road, Bangalore - 560001
4. Poll was carried out at the 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.
5. Ballot box used for poll process was displayed to the members and was locked by me. On completion of the poll process I opened the ballot box in presence of two witnesses who are not in employment of the Company, I also unblocked the votes casted through remote e-voting in presence of two witnesses not in the employment of the Company.
6. I have scrutinized the votes cast through remote e voting, ballot papers received through post and in the poll process, followed in the Annual General Meeting and validated the same with the list of members and their holding as on the cut off date.
7. The items of business set out in the notice and covered by the e-voting/physical ballot/poll are as mentioned below:





Item	Type of resolution	Subject matter
1	Ordinary	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	Ordinary	To declare a dividend on Equity Shares for the Financial Year 2014-15,
3	Ordinary	To appoint Dr. A L Rao, who retires by rotation and being eligible, offers himself for re-appointment,
4	Ordinary	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,
5	Ordinary	Appointment of Shankar Jaganathan (DIN 02121024) as an Independent Director,
6	Ordinary	To approve the remuneration of the Cost Auditor for the Financial Year 2015-16,
7	Ordinary	Appointment of Prashee Agrawal (DIN: 03420048) as Non - Executive (Non - Independent) Director,
8	Special	Appointment of Ram N Agarwal (DIN: 00006399) as Managing Director.

8. The result of voting through remote e-voting, ballots received in postal mode & polls made at the Annual General Meeting venue are as under:


Resolution Sl 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	106	154,71,374	105	154,71,361	99.9999%	1	13	0.0001%	-	-	0.0000%
2	106	154,71,374	105	154,71,361	99.9999%	1	13	0.0001%	-	-	0.0000%
3	106	154,71,374	105	154,71,361	99.9999%	1	13	0.0001%	-	-	0.0000%
4	106	154,71,374	105	154,71,361	99.9999%	1	13	0.0001%	-	-	0.0000%
5	106	154,71,374	104	154,71,355	99.9999%	2	19	0.0001%	-	-	0.0000%
6	106	154,71,374	104	154,71,355	99.9999%	2	19	0.0001%	-	-	0.0000%
7	106	154,71,374	104	154,71,355	99.9999%	2	19	0.0001%	-	-	0.0000%
8	106	154,71,374	103	154,65,784	99.9639%	2	19	0.0001%	1	5,571	0.0360%



9. The first seven resolutions were passed as ordinary resolutions and the eighth resolution has been passed as Special Resolution with the requisite majority.
10. 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.
11. Eleven numbers of *\*incomplete* ballot papers received through postal mode and the physical ballot forms received in Annual General Meeting are not considered for the purpose of declaring the above result.
- \*incompleteness was noticed with respect to the names, Folio/Client ID, Signature and blank ballot form.*
12. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

  
Vinay B L  
Company Secretary in Practice  
M No: 26638, C P No: 10760



Date: 28<sup>th</sup> August, 2015

Place: Bangalore