



Date: 25<sup>th</sup> September 2014

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 19<sup>th</sup> Annual General Meeting of the Company held on 23<sup>rd</sup> September 2014.**

We wish to inform you that the 19<sup>th</sup> Annual General Meeting (AGM) of WeP Solutions Limited (the Company) held on 23<sup>rd</sup> September 2014 at Rotary Club, Lavelle Road, Bangalore – 560 001 , to transact the business set out in the Notice dated 5<sup>th</sup> August 2014.

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

Sr. No	Description					
1	Date of Annual General Meeting					23-09-2014
2	Total Number of Shareholders on record date					3,356
3	No of Shareholders present in the meeting either in person or through proxy as per the attendance records					105
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	64,42,965	28.01%
	Public	64	38	102	9,55,513	4.15%
	<b>Total</b>	<b>67</b>	<b>38</b>	<b>105</b>	<b>73,98,478</b>	<b>32.16%</b>
5	No of Shareholders attended the meeting through Video Conferencing					NIL

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



**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



Agreement, facility of voting through electronic means was provided to the members. The e-voting was held from 17<sup>th</sup> September 2014 (9.00AM) to 19<sup>th</sup> September 2014 (6.00PM).

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, Mr. 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 and Physical ballot.

Item No	Items
1	Adoption of audited financial statements for the year ended 31 <sup>st</sup> March 2014.
2	Declaration of Dividend of 5% per Equity Share i.e Rs.0.50 (Fifty paise only).
3	Re-appointment of Mr. Ram N Agarwal as Director, who retires by rotation.
4	Appointment of Statutory Auditors M/s N.M Raiji & Co, Chartered Accountants, Mumbai and to fix their remuneration.
5 to 8	Appointment of Independent Directors Mr.Sudhir Prakash, Mr. H V Gowthama, Mr. B R Ganesh and Mrs. Mythily Ramesh.

Accordingly we hereby report that all the resolutions moved at the Annual General Meeting held on 23<sup>rd</sup> September 2014,were passed with requisite majority.

The details of voting results of the 'Physical Ballot' and the 'electronic voting' exercised by the shareholders on all the resolutions as set out in item Nos. 1 to 8 of the Notice of AGM is forwarded separately in Annexure 1, in the format prescribed under 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**



WeP Solutions Limited

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

Details of voting on the Ordinary Resolution as detailed in the Notice of 19th Annual General Meeting.

Annexure 1

Resolution 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, 2014, including Audited Balance Sheet, the Statement of Profit and Loss account and the Reports of the Board of Directors and the Auditors thereon.	Promoter and promoter group	9,030,052	9,030,052	100.00	9,030,052	-	100.00	0.00
	Public - institutional holders	-	-	0.00	-	-	-	0.00
	Public - others	13,973,420	4,919,502	35.21	4,917,268	6	99.95	0.00
	<b>Total</b>	<b>23,003,472</b>	<b>13,949,554</b>	<b>60.64</b>	<b>13,947,320</b>	<b>6</b>	<b>99.98</b>	<b>0.00</b>
Resolution 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 of Rs.0.50(Fifty paise only) per equity share for the financial year ended March 31, 2014.	Promoter and promoter group	9,030,052	9,030,052	100.00	9,030,052	-	100.00	0.00
	Public - institutional holders	-	-	0.00	-	-	0.00	0.00
	Public - others	13,973,420	4,919,502	35.21	4,911,602	7,900	99.84	0.16
	<b>Total</b>	<b>23,003,472</b>	<b>13,949,554</b>	<b>60.64</b>	<b>13,941,654</b>	<b>7,900</b>	<b>99.94</b>	<b>0.06</b>
Resolution 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 Mr. Ram N Agarwal, who retires by rotation, and being eligible seeks re-appointment.	Promoter and promoter group	9,030,052	9,030,052	100.00	9,030,052	-	100.00	0.00
	Public - institutional holders	-	-	0.00	-	-	0.00	0.00
	Public - others	13,973,420	4,919,502	35.21	4,917,268	6	99.95	0.00
	<b>Total</b>	<b>23,003,472</b>	<b>13,949,554</b>	<b>60.64</b>	<b>13,947,320</b>	<b>6</b>	<b>99.98</b>	<b>0.00</b>
Resolution 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
Appointment of Auditors of the Company to hold office from the conclusion of the 19th AGM until the conclusion of the 21st AGM and to fix their remuneration.	Promoter and promoter group	9,030,052	9,030,052	100.00	9,030,052	-	100.00	0.00
	Public - institutional holders	-	-	0.00	-	-	0.00	0.00
	Public - others	13,973,420	4,919,502	35.21	4,917,268	6	99.95	0.00
	<b>Total</b>	<b>23,003,472</b>	<b>13,949,554</b>	<b>60.64</b>	<b>13,947,320</b>	<b>6</b>	<b>99.98</b>	<b>0.00</b>
Resolution 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 Mr. Sudhir Prakash as an independent Director	Promoter and promoter group	9,030,052	9,030,052	100.00	9,030,052	-	100.00	0.00
	Public - institutional holders	-	-	0.00	-	-	0.00	0.00
	Public - others	13,973,420	4,919,502	35.21	4,917,268	6	99.95	0.00
	<b>Total</b>	<b>23,003,472</b>	<b>13,949,554</b>	<b>60.64</b>	<b>13,947,320</b>	<b>6</b>	<b>99.98</b>	<b>0.00</b>
Resolution 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
Appointment of Mr. H V Gowthama as an Independent Director	Promoter and promoter group	9,030,052	9,030,052	100.00	9,030,052	-	100.00	0.00
	Public - institutional holders	-	-	0.00	-	-	0.00	0.00
	Public - others	13,973,420	4,919,502	35.21	4,917,268	6	99.95	0.00
	<b>Total</b>	<b>23,003,472</b>	<b>13,949,554</b>	<b>60.64</b>	<b>13,947,320</b>	<b>6</b>	<b>99.98</b>	<b>0.00</b>
Resolution 7 - 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 Mr. B R Ganesh as a Small Shareholders Director	Promoter and promoter group	9,030,052	9,030,052	100.00	9,030,052	-	100.00	0.00
	Public - institutional holders	-	-	0.00	-	-	0.00	0.00
	Public - others	13,973,420	4,919,502	35.21	4,917,268	6	99.95	0.00
	<b>Total</b>	<b>23,003,472</b>	<b>13,949,554</b>	<b>60.64</b>	<b>13,947,320</b>	<b>6</b>	<b>99.98</b>	<b>0.00</b>
Resolution 8 - 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 Mrs. Mythily Ramesh as an Independent Director	Promoter and promoter group	9,030,052	9,030,052	100.00	9,030,052	-	100.00	0.00
	Public - institutional holders	-	-	0.00	-	-	0.00	0.00
	Public - others	13,973,420	4,919,502	35.21	4,917,268	6	99.95	0.00
	<b>Total</b>	<b>23,003,472</b>	<b>13,949,554</b>	<b>60.64</b>	<b>13,947,320</b>	<b>6</b>	<b>99.98</b>	<b>0.00</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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Ph : 080-26710531, 080-26710562  
E-mail : blvinay2010@gmail.com

FORM No. MGT-13

**Report of Scrutinizer**

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

To

Chairman

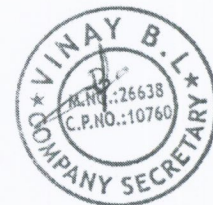
Annual General Meeting of the Equity Shareholders of "WeP Solutions Limited"  
held on 23<sup>rd</sup> September 2014 at Rotary Club, Lavelle Road, Bangalore - 560001 at 4.00PM

Sir,

I Vinay B L, Company Secretary in Practice, was appointed as the Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the e-voting as well as physical ballot/poll 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 Pvt. Ltd., for providing e-voting facility to its shareholders. The e-voting for the resolutions was held from 17<sup>th</sup> September 2014 (9.00 AM) to 19<sup>th</sup> September 2014 (6.00PM).

As a Scrutinizer for the e voting process and for poll 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 Annual General Meeting, based on the reports generated from the e-voting system provided by 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.

*Certified True copy*

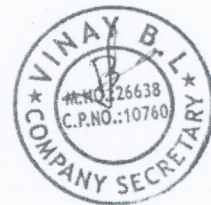


I submit the report as under:

1. At the end of e-voting period, I have unblocked the electronic votes cast in the presence of two witnesses who are not in the employment of the Company.
2. After the time fixed for closing of the poll by the Chairman the ballot box kept for the polling were locked in my presence with due identification marks placed by me. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. A summary of the e-voting and poll is as under:

Particulars	Number of Members	Number of Shares/Votes
Total Members/Votes as on Record Date	3,356	23,003,472
Participating members and their eligible votes for each of the 8 items of business:		
a) Through e-voting	37	13,662,025
b) Through Physical Ballot	46	287,529
c) Total	83	13,949,554

*Authored True copy*





No	Subject Matter	For			Against			Invalid*		
		Number of members	Number of Votes	%	Number of members	Number of Votes	%	Number of members	Number of Votes	%
1	Adoption of financial statements of the Company for the year ended March 31, 2014, including Audited Balance Sheet, the Statement of Profit and Loss account and the Reports of the Board of Directors and the Auditors thereon.	81	13,947,320	99.98	1	6	0.00	1	2,228	0.02
2	Declaration of Dividend of Rs.0.50(Fifty paise only) per equity share for the financial year ended March 31, 2014.	79	13,941,654	99.94	4	7,900	0.06			
3	Appointment of Mr. Ram N Agarwal, who retires by rotation, and being eligible seeks re-appointment.	81	13,947,320	99.98	1	6	0.00	1	2,228	0.02
4	Appointment of Auditors of the Company to hold office from the conclusion of the 19th AGM until the conclusion of the 21st AGM and to fix their remuneration.	81	13,947,320	99.98	1	6	0.00	1	2,228	0.02
5	Appointment of Mr. Sudhir Prakash as an independent Director	81	13,947,320	99.98	1	6	0.00	1	2,228	0.02
6	Appointment of Mr. H V Gowthama as an Independent Director	81	13,947,320	99.98	1	6	0.00	1	2,228	0.02
7	Appointment of Mr. B R Ganesh as a Small Shareholders Director	81	13,947,320	99.98	1	6	0.00	1	2,228	0.02
8	Appointment of Mrs. Mythily Ramesh as an Independent Director	81	13,947,320	99.98	1	6	0.00	1	2,228	0.02

\* Invalid votes includes Abstained from voting

The poll papers and all other relevant records were sealed and handed over to the authorized officials of the Company for safe keeping.

Thanking You,

Place: Bangalore  
Date: 24<sup>th</sup> September 2014



Yours Faithfully

*[Signature]*

VINAY B L  
Company Secretary  
M No: 26638,  
CP No 10760

