

**VOTING RESULTS OF POSTAL BALLOT**  
**(Pursuant to Clause 35A of the Listing Agreement)**

**(a) Agenda:** Pursuant to the provisions of Section 110 of the Companies Act 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the consent of the Members of the Company was sought on the Special Resolution as set out in the Notice circulated to the Members dated 14<sup>th</sup> November, 2014. Mr. H N Krishnamurthy, Practising Company Secretary, who was appointed as Scrutinizer for conducting Postal Ballot process, submitted his Report dated 18<sup>th</sup> December, 2014.

**(b) Resolution required:** Special Resolution.

**(c) Mode of voting:** Postal Ballot / E- Voting.

**Resolution No. 1: To adopt new set of Articles of Association of the Company.**

Promoter/Public	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes in Favour	No. of Votes Invalid*	No. of Votes Against	% of votes in favour - on votes polled	% of votes Invalid- on votes polled*	% of votes against - on votes polled
Promoter and Promoter Group	90,40,252	90,40,252	100.00	90,40,252	0	0	100.00	0	0
Public - Institutional Holders	-	-	-	-	-	-	-	-	-
Public - Others	1,39,63,220	47,08,565	33.72	46,96,813	11,684	68	99.75	0.25	0.00
<b>Total</b>	<b>2,30,03,472</b>	<b>1,37,48,817</b>	<b>59.77</b>	<b>1,37,37,065</b>	<b>11,684</b>	<b>68</b>	<b>99.92</b>	<b>0.08</b>	<b>0.00</b>

\* Includes Abstained from Voting.

The above Special resolution has been duly approved with requisite majority by the members of the Company.

For WeP Solutions Limited

*(Signature)*

Sandeep Kumar Goyal  
Compliance Officer



**H N KRISHNA MURTHY**  
**B.Com. AICWA., ACS.**

**Company Secretary**

'SRI KRISHNA MAHAL',  
53/1, West Anjaneya Temple Road,  
Gandhi Bazaar, Basavanagudi  
BANGALORE-560 004  
Ph.: 2661 4323 / 2661 2866  
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Email: krishnamurthyhn@gmail.com

**Report of Scrutinizer**

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies  
(Management and Administration) Rules, 2014]

To,

The Chairman  
WeP Solutions Limited  
40/1 A, Basappa Complex  
Lavelle Road  
Bangalore -560 001.

**Sub: Report of the Scrutinizer - Passing of Resolution by Postal Ballot**

Dear Sir,

1. The Board of Directors of WeP Solutions Limited had appointed me as Scrutinizer to conduct Postal Ballot process in a fair and transparent manner for seeking approval of Shareholders to adopt new set of Articles of Association of the Company.
2. In pursuance to provisions of Section 110 of the Companies Act, 2013 read with rule 22(9) of the Companies (Management and Administration) Rules, 2014 vide Notice dated 14<sup>th</sup> November, 2014, the Company Secretary had circulated to the Shareholders the following resolution:

Sl. No	Type of Resolution	Purpose
1	Special Resolution	To adopt new set of the Articles of Association of the Company.

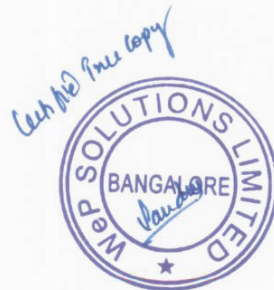
In the above matter, I submit my Report as under:

- a) The Company completed dispatch of said Notice on 14<sup>th</sup> November, 2014 along with the Postal Ballot Forms and Prepaid Postage Envelopes to the Members whose names appeared on the Register of members/list of Beneficial Owners, as received from Cameo Corporate Services Limited, Registrar and Share Transfer Agent as on 31<sup>st</sup> October, 2014. The voting process started on 17<sup>th</sup> November, 2014 at 9.00 AM and completed on 16<sup>th</sup> December, 2014 at 6.00 PM.



- b) The Shareholders of the Company had option to vote either through Postal Ballot forms or through e-voting facility, on the designated website <https://evoting.karvy.com/> through Karvy Computershare Private Limited, e-voting agency (herein after referred to as "KCPL").
- c) I had monitored the process of electronic voting through scrutinizer's secured link provided by Karvy Computershare Private Limited on the designated website.
- d) The e-voting period commenced on 17<sup>th</sup> November, 2014 at 9.00 AM and completed on 16<sup>th</sup> December, 2014 at 6.00 PM.
- e) Particulars of all the Postal Ballot forms received from the members have been entered in a Register separately maintained for the purpose. Similarly votes casted through e-voting have also been recorded in the register maintained for the purpose.
- f) The Postal Ballot forms were kept in my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such Postal Ballot forms.
- g) The postal ballot forms were duly opened and scrutinized and the Shareholding was matched and confirmed with the Register of members/list of beneficiaries as on 31<sup>st</sup> October, 2014.
- h) All the postal ballot forms received upto 16<sup>th</sup> December, 2014 up to 6.00 PM, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
- i) I did not find any defaced or mutilated ballot paper.
- j) No duplicate ballot forms were issued by the Company.
- k) The summary of the Postal Ballot forms and e-voting process is as under:

Sl. No	Particulars	No of Shareholders	Total No of Shares
1	Postal Ballot Notices and Forms dispatched to the shareholders of the Company till 16 <sup>th</sup> November, 2014 by registered post.	2,033	1,07,23,891
2	Postal Ballot Notices sent through electronic means till 16 <sup>th</sup> November, 2014.	1,333	1,22,79,581
	<b>Total</b>	<b>3,366</b>	<b>2,30,03,472</b>



l) The summary of the result under Postal Ballot forms and e-voting process is as under:

**Resolution No. 1: To adopt new set of Articles of Association of the Company**

(A) (i) Total Postal Ballot Forms received through Physical and Electronic mode:

Sr.No	Postal Ballot Forms received	No of Forms received
1	Physical Mode	32
2	Electronic Mode	39
	<b>Total</b>	<b>71</b>

(ii) Number of Votes cast through Postal Ballot forms/e-voting:

S No	Particulars	No of Postal Ballots	Total No of Shares
A	<b>Physical Mode:</b>		
	Postal Ballot forms received from the Shareholders of the Company till 16 <sup>th</sup> December, 2014 in Physical mode	32	62,619
	Less: Postal Ballot Forms found invalid/abstained	1	13
	<b>Net Valid Postal Ballot Forms (as per Register)</b>	<b>31</b>	<b>62,606</b>
B	<b>Electronic Mode:</b>		
	Total votes cast by the Shareholders through e-voting till 16 <sup>th</sup> December, 2014 (as per data received from KCPL)	39	13,686,198
	Less: Invalid/abstained Votes cast through Electronic mode	2	11,671
	<b>Net Valid Postal Ballot through Electronic mode</b>	<b>37</b>	<b>13,674,527</b>
C	<b>Physical and Electronic Mode (A+B)</b>		
	Postal ballot forms received from Shareholders till 16th December 2014 both by physical mode and electronic mode	71	13,748,817
	Less: Postal Ballot Forms found invalid/abstained	3	11,684
	<b>Net Valid Postal Ballot Forms</b>	<b>68</b>	<b>13,737,133</b>

(B) Result of Votes cast through Postal Ballot forms and E-voting Process:

Subject Matter	For			Against			Invalid*		
	No. of members	No. of Votes	%	No. of members	No. of Votes	%	No. of members	No. of Votes	%
1. To adopt new set of Articles of Association of the Company.	67	1,37,37,065	99.92	1	68	0.00	3	11,684	0.08

\* Includes Abstained from Voting.

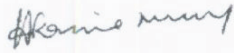


I have, on the reckoning of voting rights of the Shareholders on the basis of the paid up value of the shares registered in their names, found that the Special Resolution has been duly passed with requisite majority. You may accordingly declare the result of the voting by Postal Ballot.

The voting results as per Clause 35A of the Listing Agreement is enclosed as Annexure A.

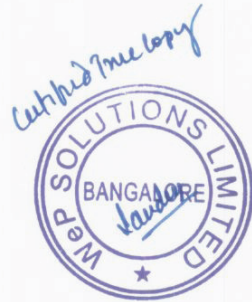
The original Postal Ballot forms and other related papers/registers and records are handed over to the authorized person of the Company for safe custody.

Thanking You,



**(H N KRISHNAMURTHY)**  
**Scrutinizer**  
**CP-2091**  
**Membership No. ACS-6505**

**Place: Bangalore**  
**Date: 18<sup>th</sup> December, 2014**



## WeP Solutions Limited

### Voting Results as per Clause 35A of the Listing Agreement

	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes in Favour	No. of Votes Invalid *	No. of Votes Against	% of votes in favour - on votes polled	% of votes Invalid - on votes polled *	% of votes against - on votes polled
	(1)	(2)	(3) = (2/1*100)	(4)	(5)	(6)	(7) = (4/2*100)	(8) = (5/2*100)	(9) = (6/2*100)
Promoter/ Public									
Promoter and Promoter Group	90,40,252	90,40,252	100.00	90,40,252	0	0	100.00	0	0
Public - Institutional Holders	-	-	-	-	-	-	-	-	-
Public - Others	1,39,63,220	47,08,565	33.72	46,96,813	11,684	68	99.75	0.25	0.00
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\* Includes Abstained from Voting.

*H.N. Krishnamurthy*

**H N KRISHNAMURTHY**  
 Company Secretary  
 53/1, West Anjaneya Temple Road,  
 Gendri Bazaar, Basavanagudi,  
 BANGALORE - 560 004  
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