

WeP Solutions Limited

CIN: L72200KA1995PLC025617

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

Website: www.wepdigital.com, Contact No: 9019915738, e-mail id: investor@wepsol.in

NOTICE

Dear Member,

Notice is hereby given that the 27th Annual General Meeting of the members of WeP Solutions Limited (“the Company”) to be held on **Thursday 1st September 2022 at 3:00 p.m.** IST through Video Conferencing (“VC”) / other Audio-Visual Means (“OAVM”) to transact the following business:

The proceedings of the Annual General Meeting shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the Annual General Meeting.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the Financial Year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Dr. A L Rao, who retires by rotation and being eligible, offers himself for re-appointment
3. To declare a Final Dividend of Rs. 0.50/- per Equity Share for the Financial Year ended 31st March, 2022.

SPECIAL BUSINESS:

4. **To approve the appointment of Mr. Ashok Tripathy (DIN: 09564236) as Managing Director and CEO of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

“**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘Act’) and the relevant Rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force, and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Articles of Association of the Company and pursuant to the recommendation of Nomination and Compensation Committee, Mr. Ashok Tripathy (DIN: 09564236), who was appointed as an Additional Director and designated as a Managing Director and CEO of the Company w.e.f. June 3, 2022 by the Board of Directors be and is hereby appointed as a Director of the Company.”

“**RESOLVED THAT** pursuant to the provisions of the Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the Articles of Association of the Company the consent of members of the Company be and is hereby accorded for appointment of Mr. Ashok Tripathy (DIN: 09564236), as the Managing Director and Chief Executive Officer of the Company for a period of 3 years with effect from June 3, 2022 to June 2, 2025 on such terms and conditions as set out in the explanatory statement annexed hereto.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to alter such terms and conditions as it may deem appropriate in relation to appointment of Mr. Ashok Tripathy (DIN: 09564236), as the Managing Director and Chief Executive Officer of the Company, in compliance with the applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.”

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution including filing of necessary e-forms with the Ministry of Corporate Affairs and such other authorities as may be required”

5. **To approve the payment of remuneration to Mr. Ashok Tripathy (DIN: 09564236), as the Managing Director and Chief Executive Officer of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Articles of Association of the Company and based on the recommendation of the Nomination and Compensation Committee and the approval of the Board of Directors, the consent of the members be and is hereby accorded for payment of remuneration to Mr. Ashok Tripathy (DIN: 09564236), as the Managing Director and Chief Executive Officer of the Company, during his term of appointment, as set out in the Explanatory Statement, notwithstanding the limits permissible under Section 197 read with Schedule V to the Act.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during term of Mr. Ashok Tripathy as Managing Director and Chief Executive Officer of the Company, consent of the Members of the Company be and is hereby accorded for the payment of the remuneration as set out in the Explanatory Statement annexed to the Notice as minimum remuneration.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter the terms and conditions of the appointment including the remuneration payable and to take all such steps as it may in its absolute discretion think necessary.”

6. **Re-designation and Continuation of Directorship of Mr. Ram N Agarwal (DIN 00006399) as Chairman and Non-Executive, Non-Independent Director of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the earlier resolution approved by the shareholders at their Twenty Sixth Annual General Meeting held on September 20th, 2021 and pursuant to the recommendation of the Nomination and Compensation Committee and approval of the Board of Directors of the Company, and in accordance with Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, Mr. Ram N Agarwal (DIN: 00006399), who was appointed as Managing Director and Chairman of the Company for a period of two years with effect from February 16th, 2021 to February 15th, 2023, be and is hereby re-designated and shall continue as Chairman and Non-Executive, Non Independent Director of the Company with effect from June 3, 2022, whose office shall be liable to retire by rotation.”

“RESOLVED THAT pursuant to the provisions of Section 197 of the Companies Act, 2013 (“Act”) and rules made there under, the authority be and is hereby accorded to the payment of commission to Mr. Ram N Agarwal, calculated in accordance with the provisions of Section 198 of the Act in such a manner as may be determined by the Board of Directors which will be within the maximum limits of 1(one) per cent of the net profits of the Company.”

“RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members be and is hereby accorded for the continuation of directorship of Ram N Agarwal (DIN: 00006399) who has attained the age of 75 years on October 31, 2021.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution including filing of necessary e-forms with the Ministry of Corporate Affairs and other authorities as may be required.”

7. **Continuation of directorship of Dr. A L Rao (DIN: 02919040), as Non-Executive Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and Rules made thereunder (including any statutory modification(s), amendment(s), clarification(s),

substitution(s) or re- enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for the continuation of Directorship of Dr. A L Rao (DIN: 02919040), on the Board of the Company after he attains the age of Seventy-Five (75) years on 6th September 2023.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

8. To ratify the remuneration of the Cost Auditors of the Company for Financial Year 2022-23.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members be and are hereby accorded to ratify the remuneration of Rs. 2,00,000 (Rupees Two Lakhs Only) plus applicable taxes thereon, besides reimbursement of out-of-pocket expenses on actuals incurred in connection therewith, payable to M/s. Rao, Murthy & Associates, Cost Accountants (Firm Registration No. 000065), appointed by the Board of Directors as Cost Auditors of the Company, based on recommendations of Audit Committee, to conduct the audit of the applicable cost records of the Company for the Financial Year 2022-23.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

**By Order of the Board of Directors
For WeP Solutions Limited**

Place: Bengaluru

Date: 29th July 2022

**Sujata Pratik Shaha
Company Secretary**

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

NOTES:

1. An explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the special business is annexed hereto.
2. In compliance with the provisions of the Ministry of Corporate Affairs ("MCA") General Circular No. 2/2022 dated 5th May, 2022 read with MCA General Circular No. 20/2020 dated 5th May, 2020 read together with MCA General Circular Nos. 14 & 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively, the Company will be conducting this Annual General Meeting ("AGM" or "Meeting") through Video Conferencing/Other Audio Visual Means ("VC"/"OAVM").
3. National Securities Depository Limited (NSDL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained in this Notice.
4. Pursuant to the above-mentioned MCA Circulars, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/ OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013 ("the Act").
5. Pursuant to the provisions of the Act, 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 this AGM is being held through VC/OAVM, pursuant to the applicable MCA Circulars read with Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC.
7. 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.
8. 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"), 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).
9. 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.
10. 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.
11. The Board has appointed Vinay B L, Practicing Company Secretary, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
12. The e-voting period commences on **Saturday, 27th August 2022 (9:00 a.m. IST) and ends on Wednesday, 31st August 2022 (5:00 p.m. IST)**. The e-voting module will be disabled by NSDL for voting thereafter.
13. The register of members will remain closed from Friday, 26th August 2022 to Thursday, 1st September 2022 (Both days inclusive).
14. During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on **Thursday, 25th August 2022** may cast their votes electronically. 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 **Thursday, 25th August 2022**.
15. 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.
16. 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. 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.
17. In compliance with the Circulars, the Annual Report 2021-22, the Notice of the 27th 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).

18. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report 2021-22 will also be available on the Company's website, www.wepdigital.com, website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>.
19. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the directors seeking appointment / reappointment at the Annual General Meeting, forms part of this Notice.
20. 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 Annual General Meeting and votes casted through remote e-voting), not later than 48 hours from the conclusion of the Annual General Meeting. 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.wepdigital.com.
21. Since the Annual General Meeting will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
22. **DIVIDEND:** The dividend, as recommended by the Board of Directors, if approved at the Annual General Meeting, would be paid subject to deduction of tax at source, as may be applicable, after 1st September 2022, to those persons or their mandates whose names appear as Beneficial Owners as at the end of the business hours on Thursday, 25th August 2022 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited.
23. **ELECTRONIC CREDIT OF DIVIDEND:** SEBI has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agent for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS) / National Electronic Clearing Service (NECS) / National Electronic Fund Transfer (NEFT) / Real Time Gross Settlement (RTGS) / Direct Credit, etc.
24. As directed by SEBI, the Members holding shares in physical form are requested to submit particulars of their bank account in Form ISR 1 along with the original cancelled cheque bearing the name of the Member to M/s. Cameo Corporate Services Limited (RTA) to update their bank account details. Members holding shares in demat form are requested to update their bank account details with their respective Depository Participant ("DP"). The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members.
25. Shareholders are requested to ensure that their bank account details in their respective demat accounts are updated, to enable the Company to provide timely credit of dividend in their bank accounts. In case, the Company is unable to pay dividend to any Member by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrant/demand draft to such Member by post/courier.
26. **TDS ON DIVIDEND:** Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividend income has become taxable in the hands of shareholders with effect from 1st April, 2020 and therefore, the Company shall be required to deduct tax at source (TDS) from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, shareholders are requested to refer to the Finance Act, 2022 and amendments thereof.

A resident individual shareholder with PAN and who is not liable to pay income tax can submit a declaration in Form No. 15G/15H (which can be downloaded from the Company's website – www.wepdigital.com or Registrar's website – <https://investors.cameoindia.com>), to avail the benefit of non-deduction of tax at source, by uploading the Form on the Registrar's website or by e-mailing the same to investor@cameoindia.com / agm@cameoindia.com by Thursday, 25th August 2022. Shareholders are requested to note that in case their PAN is not registered, tax will be deducted at a higher rate of 20%.

As per the provisions of newly introduced Section 206AB the verification as required under this section will be done by the Company from the Income Tax portal and applicable tax will be deducted.

Non-resident shareholders can avail beneficial rates under the Tax Treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the Tax Treaty benefits, by sending an email to investor@cameoindia.com. The aforesaid declarations and documents should be submitted by the shareholders by Thursday, 25th August 2022.
27. Shareholders are requested to update their Permanent Account Number ("PAN") with the Company / RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode) before Thursday, 25th August 2022.




THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER

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

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

1. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.Nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IdeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IdeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	<ol style="list-style-type: none"> 4. Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the e- Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your De- pository Participant registered with NSDL / CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free No.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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:

How to Log-in to NSDL e-Voting website?

- 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.
- 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 120730 followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 120730 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.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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 and joint the meeting?

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 with a copy marked to 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 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 or call on toll free No.: 1800-222-990 or send a request at 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 investor@wepsol.in.
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 investor@wepsol.in.
3. Alternatively member may send an e-mail request to 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 investor@wepsol.in.
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 investor@wepsol.in. 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 27th 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. Members may access the same at www.evoting.nsdl.com.
- 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. 4: To approve the appointment of Mr. Ashok Tripathy (DIN: 09564236) as Managing Director and CEO of the Company

Item No 5: To approve the payment of remuneration to Mr. Ashok Tripathy (DIN: 09564236), as the Managing Director and Chief Executive Officer of the Company.

The Board of Directors (based on recommendation of Nomination and Compensation Committee) has appointed Mr. Ashok Tripathy (DIN: 09564236) as an Additional Director of the Company under Section 161(1) of the Companies Act, 2013 with effect from June 3, 2022. In terms of Section 161(1) of the Companies Act, 2013, Mr. Ashok Tripathy holds office up to the date of ensuing Annual General Meeting and is eligible for appointment as Director.

Pursuant to the provisions of Section 196, 197 and 203, the Board has also appointed Mr. Ashok Tripathy as the Managing Director and CEO of the Company for a period of 3 years with effect from June 3, 2022 upto June 2, 2025, subject to the approval of members.

Brief Profile of Mr. Ashok Tripathy is as follows:

He is a distinction holder in Electronics and Electrical engineering from Birla Institute of Technology and an MBA from Xavier Institute of Management. He is an accomplished leader in the Information Technology industry. He brings an array of outstanding executive capabilities in developing and leading global technology organizations. He has experience in driving business transformation in Indian and global markets, across technology products and services. Inducted into IT sales and business development, at Wipro, Ashok rapidly grew through the ranks to manage complete business portfolios, early in his career. With roots in IT infrastructure and cloud stack, he has extensive exposure to software products, digital platforms, and technology services. In his distinguished leadership journey at Wipro, he invested in stints in cross-functional operations, which included corporate and business planning, human capital management, and global alliances. Ashok delivered success through hands-on leadership with a strong emphasis on fundamentals. Turning around degrowing global IT services, breaking into new international markets, driving profitable growth while enhancing the brand visibility of Wipro's IT infrastructure portfolio. His total stint at Wipro was for more than 24 years. Some of his significant achievements include scaling alliances, and leading green sustainability rankings.

The principal terms and conditions of the appointment of Mr. Ashok Tripathy as Managing Director and CEO, is as follows:

A) Basic Salary

Rs. 1,70,000/- 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) Allowances and Other Benefits

Rs. 3,00,000/- 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

- i) Rs. 2,16,667/- 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.
- iii) Entitlement for growth of revenue 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).

D) Employees Stock Options

The Managing Director and CEO may be granted employees stock options from time to time 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).

E) Overall remuneration

The aggregate of salary, allowances, perquisites and performance bonus in any financial year shall exceed the limits prescribed under Section 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act or any modifications or re-enactment for the time being in force.

The Board of Directors at their meeting held on June 3, 2022 has approved the payment of remuneration to Mr. Ashok Tripathy, in excess of prescribed limit under Section 197 and other applicable provisions of the Companies Act, 2013, subject to the approval of members at this Twenty Seventh Annual General Meeting.

F) Minimum Remuneration

In the absence or inadequacy of profits in any financial year during the currency of the tenure of Ashok Tripathy, as Managing Director and CEO of the Company, the above remuneration shall be the minimum remuneration payable to Ashok Tripathy.

G) Sitting fees: Mr. Ashok Tripathy shall not be paid sitting fees for attending the Board meetings and meetings of the Committee in which he may be nominated as a member.

H) Termination

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

The above may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Ashok Tripathy 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 Managing Director.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act. He is not debarred from holding the office of Director by virtue of any SEBI order or any such authority.

Copy of the draft letter for appointing Ashok Tripathy as Managing Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

Additional information in respect of Mr. Ashok Tripathy pursuant to Regulation 36(3) of SEBI LODR Regulations and the Secretarial Standards on General Meeting (SS-2) is given at Annexure A to this Notice.

The information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is disclosed under Annexure B of this Notice.

The Nomination and Compensation Committee and the Board of Directors are of the opinion that Mr. Ashok Tripathy's vast experience will be of great value to the Company and has recommended the resolution set out at Item No.4 of this Notice relating to his appointment as the Managing Director and CEO of the Company for a period of three years with effect from June 3, 2022 upto June 2, 2025 as an Ordinary Resolution for the approval of members.

The Board also recommends the resolution set forth in Item No.5 relating to terms and conditions including remuneration payable to Mr. Ashok Tripathy, Managing Director and CEO for the approval of members by way of Special Resolution.

Save and except Ashok Tripathy and his relatives, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4&5. Mr. Ashok Tripathy is not related to any other Director or KMP of the Company.

Item No. 6: Re-designation and continuation of directorship Mr. Ram N Agarwal (DIN: 00006399) as Chairman and Non-Executive, Non-Independent Director of the Company

At the Twenty Sixth Annual General Meeting of the Company held on September 20, 2021, the members of the Company had approved the re-appointment of Mr. Ram N Agarwal (DIN: 00006399) as Managing Director and Chairman not liable to retire by rotation for a period of two (2) years with effect from February 16, 2021.

Pursuant to the appointment of Mr. Ashok Tripathy (DIN: 09564236) as Managing Director and CEO of the Company by the Board at their meeting held on June 3, 2022, Mr. Ram N Agarwal relinquished his position of Managing Director. Pursuant to the relinquishment of the position of Managing Director he has been re-designated and shall continue as Chairman and Non-Executive, Non-Independent Director of the Company, liable to retire by rotation with effect from June 3, 2022.

As Non-Executive Chairman Mr. Ram N Agarwal will serve the Company as mentor for the Managing Director and Senior Management in the areas of strategic planning, risk mitigation etc.

Pursuant to the appointment of Mr. Ram N Agarwal as Chairman and Non-Executive, Non-Independent Director, he will be paid commission, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 in such a manner as may be determined by the Board of Directors which will be within the maximum limits of 1(one) per cent of the net profits of the Company as specified under Section 197 of the Companies Act, 2013.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity shall appoint or continue the directorship of a non-executive director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice of such appointment.

Mr. Ram N Agarwal has attained the age of 75 years on October 31, 2021, since he was a Managing Director and Chairman during that period the approval of members is not sought under Regulation 17(1A) of the SEBI LODR Regulations. Pursuant to his re-designation, approval of members is required under Regulation 17(1A) of SEBI LODR Regulations for the continuation of his directorship as Chairman and Non-Executive, Non-Independent Director.

Accordingly, to comply with the provisions of Regulation 17(1A) of the SEBI LODR Regulations, Company is seeking approval of members through Special Resolution.

A brief justification for his continuation as Chairman and Non-Executive, Non-Independent Director on the Board of the Company is as under:

Ram N Agarwal completed B.Tech from IIT Kanpur and in 1972 he completed PGDM from IIM, Kolkata, specializing in Finance, Marketing and Systems. Ram N Agarwal pioneered to create India's first employee owned company Wipro e-Peripherals in 2000. He led an employee buy-out of IT Peripherals business from Wipro. During his tenure of 23 years at Wipro, he led multiple business units and functional areas. He led many of Wipro's initiatives in Brand Building, Innovation and Six Sigma. He also seeded Wipro's software business during its early stages and was responsible for many Technical Collaboration Agreements. He has been an Executive Council Member of Manufacturing Association of Information Technology, an IT Product Promotion body in India.

Keeping in view that Ram N Agarwal 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 Ram N Agarwal as Chairman and Non-Executive, Non-Independent Director of the Company.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act. He is not debarred from holding the office of Director by virtue of any SEBI order or any such authority.

Copy of the letter for appointing Ram N Agarwal as Chairman and Non-Executive, Non-Independent Director of the Company setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

Additional information in respect of Mr. Ram N Agarwal pursuant to Regulation 36(3) of SEBI LODR Regulations and the Secretarial Standards on General Meeting (SS-2) is given at Annexure A to this Notice.

Save and except Ram N Agarwal and his relatives, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board of Directors of the Company recommends the resolution as set out at Item No.6 for approval of the Members as a Special Resolution.

Item No. 7: Continuation of directorship of Dr. A L Rao (DIN: 02919040), as Non-Executive Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") provides that no listed entity shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of seventy-five years unless a special resolution is passed to that effect and justification thereof is disclosed in the explanatory statement annexed to the Notice for such appointment.

Dr. A L Rao was appointed as a Non-Executive Non Independent Director on the Board of the Company, liable to retire by rotation and the same was approved by the Members of the Company at their Annual General Meeting held on 20th September 2021.

Dr. A L Rao will attain the age of 75 years on 6th September 2023. Accordingly, to comply with the provisions of Regulation 17(1A) of the SEBI LODR Regulations, Company is seeking approval of members through Special Resolution.

A brief justification for his continuation as Non-Executive, Non-Independent Director on the Board of the Company is as under:

Dr. A. L. Rao is a reputed consultant in the areas of IT Strategies, R & D and Quality Management. Prior to becoming an IT consultant, Dr. Rao worked in Wipro for more than 26 years. He has been instrumental in seeding and growing a number of IT business practices and IT services including Testing Services, Business Intelligence, Data Warehousing and e-Enabling.

Considering the vast experience, expertise and valuable contribution of Dr. A L Rao, the Nomination and Compensation Committee and the Board of Directors of the Company considered that association of Dr. A L Rao will be highly beneficial to and in the interest of the Company and at their meeting held on July 29, 2022 and have recommended the continuation of Dr. A L Rao as Non-Executive, Non-Independent Director on the Board of the Company.

Dr. A L Rao is not disqualified from being appointed as Director in terms of Section 164 of the Act. He is not debarred from holding the office of Director by virtue of any SEBI order or any such authority.

Additional information in respect of Dr. A L Rao pursuant to Regulation 36(3) of SEBI LODR Regulations and the Secretarial Standards on General Meeting (SS-2) is given at Annexure A to this Notice.

Save and except Dr. A L Rao 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. Dr. A L Rao is not related to any Director or KMP of the Company.

The Board of Directors of the Company recommends the resolution as set out at Item No.7 for approval of the Members as a Special Resolution.

Item No. 8: To ratify the remuneration of the Cost Auditors of the Company for Financial Year 2022-23.

The Board at its meeting held on 29th July 2022, as recommended by the Audit Committee, appointed M/s. Rao, Murthy & Associates, Cost Accountants, having Registration No. 000065 as Cost Auditors to audit the Cost Accounts of the Company for the Financial Year 2022-23 for a remuneration of Rs. 2,00,000/- in addition to reimbursement of out of pocket expenses.

As per Rule 14(a) (ii) of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders. Hence this resolution is placed for the consideration of the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 8. The Directors recommend the resolution set out at item No. 8 of the accompanying Notice for your approval.

**By Order of the Board of Directors
For WeP Solutions Limited**

**Sujata Pratik Shaha
Company Secretary**

Place: Bengaluru

Date: 29th July 2022

Details of Directors seeking appointment / re-appointment at the 27th Annual General Meeting to be held on Thursday, 1st September, 2022

[Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards on General Meeting -2]

Agenda Item No	4&5	6	7
Name of the Directors	Ashok Tripathy	Ram N Agarwal	Dr. A L Rao
Category	Managing Director and CEO	Chairman and Non-Executive Director	Non-Executive Director
Director Identification Number (DIN)	09564236	00006399	02919040
Date of Birth	1 st September, 1968	31 st October, 1946	6 th September, 1948
Nationality	Indian	Indian	Indian
Residential Address (along with Phone, Fax and Email)	1-73 Diamond District, Old Airport Road, Bangalore 560 008. Karnataka	2091, B 16 th B Main HAL 2 nd Stage Bangalore 560 038. Karnataka.	Villa G22, Yamlur Owners Association Epsilon Yemlur Village, Bangalore 560 037.
Educational / Professional Qualifications	Electronics and Electrical engineering from Birla Institute of Technology and an MBA from Xavier Institute of Management	B. Tech from IIT Kanpur and PGDM from IIM, Kolkata.	B.E.
Expertise in specific functional area	Refer the explanatory statement to the Notice of 27 th Annual General Meeting	Refer the explanatory statement to the Notice of 27 th Annual General Meeting	Refer the explanatory statement to the Notice of 27 th Annual General Meeting
First appointment on the Board	3 rd June 2022	9 th July 2011	30 th April 2011
Terms and Conditions of Appointment	Refer the explanatory statement to the Notice of 27 th Annual General Meeting	Refer the explanatory statement to the Notice of 27 th Annual General Meeting	Refer the explanatory statement to the Notice of 27 th Annual General Meeting
Remuneration details	Refer the explanatory statement to the Notice of 27 th Annual General Meeting	Refer the explanatory statement to the Notice of 27 th Annual General Meeting	Refer the explanatory statement to the Notice of 27 th Annual General Meeting
Number of shares held in the Company	1,96,126 Equity Shares	27,13,014 Equity Shares	5,46,509 Equity Shares
Relationship between Directors inter-se	None	None	None
Number of Board Meetings attended during the year FY 2021-22	Not Applicable	Refer the Corporate Governance Section of the Annual Report	Refer the Corporate Governance Section of the Annual Report
Directorships held in other Companies in India	Nil	<ol style="list-style-type: none"> WeP Peripherals Limited - Managing Director wep solutions india limited - Director E Peripherals Trading Limited - Director RNAWEP Investments Private Limited - Director 	<ol style="list-style-type: none"> Sumeru Digital Solutions Private Limited Trianz Digital Consulting Private Limited Trianz IT & Cloud Solutions Private Limited Sumeru Enterprise Tiger Business solutions Private Limited Sumeru Software Solutions Privatelimited

Agenda Item No	4&5	6	7
			6. Wep Peripherals Limited 7. Hasham Investment And Trading Co Pvt. Ltd. 8. Tarish Investment And Trading Company Private Limited. 9. Prazim Trading And Investment Company Private Limited.
Directorships held in other Listed Companies in India	Nil	Nil	Nil
Name(s) of other organizations or entities or associations or Unincorporated entities in which the person has held the post of Chairman or Managing Director or Director or Chief Executive Officer or associated with the above entities in any other capacity. Indicating the activity of the Company and regulators, if any	Nil	Nil	Nil
Chairmanships / Memberships of the Committees of other Public Limited Companies as on March 31, 2022			
a. Audit Committee	Nil	Nil	Nil
b. Stakeholders' Relationship Committee	Nil	Nil	Nil
c. Nomination and Remuneration Committee	Nil	Nil	Nil
d. CSR Committee	Nil	Nil	Nil
e. Other Committee(s)	Nil	Nil	Nil
Brief Resume of Director	Refer the explanatory statement to the Notice of 27 th Annual General Meeting	Refer the explanatory statement to the Notice of 27 th Annual General Meeting	Refer the explanatory statement to the Notice of 27 th Annual General Meeting

Details of Directors seeking appointment at the 27th Annual General Meeting to be held on Thursday, 1st September, 2022

[Disclosure of Director as specified in Schedule V, Part II, Section II, Clause (A) of the Companies Act, 2013]

1. General Information:

(a) Nature of Industry	IT Services, Manufacturing and Distribution of Computer Peripherals			
(b) Date or expected date of commencement of commercial production	1 st March 1995			
(c) In case of new companies, expected date of commencement of activities as per project approved by financial institution appearing in the prospectus:	Not Applicable			
(d) Financial performance based on indicators	Particulars	2021-22	2020-21	2019-20
	Gross Revenue	11,171.31	6,275.52	6,663.90
	Profit / (Loss) before Income Tax	380.65	(50.14)	7.56
	Less: Provision for Taxation			
	Current Tax	128.70	60.73	57.13
	Deferred Tax	(11.08)	(67.42)	(54.86)
	Net Profit / (Loss) after Tax	263.03	(43.44)	5.29
	Profit / (Loss) as computed under Section 198 of the Act	393.65	(42.81)	24.84
(e) Foreign Investment or collaborations, if any	Not Applicable			

2. Information about the appointee:

Name	Mr. Ashok Tripathy
Category	Managing Director and CEO
Background details (Profile)	Refer the explanatory statement to the Notice of 27 th Annual General Meeting
Past Remuneration	NIL
Recognition or award	Not Applicable
Job profile and his suitability	Refer the explanatory statement to the Notice of 27 th Annual General Meeting
Remuneration proposed	Refer the explanatory statement to the Notice of 27 th Annual General Meeting
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The proposed remuneration is commensurate with the size and nature of business of the Company and with the functions and responsibility of the appointee. The proposed remuneration is comparable with the remuneration drawn by the peers and is necessitated due to presence of business across the nation.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	None

3. Other Information:

(a) Reasons of loss or inadequate profits	The company is in the process of making investments in long term business lines relating to manufacturing cum distribution of retail solutions and the Digital business. These businesses require investment in manpower and technology. In addition to this over the last two years the business was impacted due to the pandemic wherein the services revenues had reduced. Due to this the profits were inadequate.
(b) Steps taken or proposed to be taken for improvement	The company had undertaken a comprehensive cost review with a view to optimise and control costs. In addition to this the company has also started focussing on expanding the services business which was temporarily impacted due to the pandemic. Further, there are steps being taken to ramp up the Retail Solutions and Digital business. These steps should start yielding positive results in the coming years.
(c) Expected increase in productivity and profits in measurable terms	The Company has already started seeing the positive results of the initiatives taken in the near past. The profitability and revenues have started increasing and in the FY 2021-22, the company turned profitable with a profit of Rs. 375 Lakhs as against a loss of 124 Lakhs in FY 2020-21. With the steps already taken, future growth focus and positive trendline, the company is optimistic and confident of much better future prospects.

4. Disclosures:

<p>The following disclosures shall be mentioned in the Board of Director's Report under the heading "Corporate Governance" if any, attached to the financial statement:</p> <p>(a) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc.</p> <p>(b) details of fixed components and performance linked incentives along with the performance criteria</p> <p>(c) service contracts, notice periods, severance fees; and</p> <p>(d) stock option details, if any, and whether the same had been issued at a discount as well as the period over which accrued and over which exercisable.</p>	<p>The remuneration package and other terms applicable to the Directors has been disclosed in the Corporate Governance Report forming part of the Annual Report. Refer the explanatory statement to the Notice of 27th Annual General Meeting.</p>
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