Notice

Dear Members,

Notice is hereby given that the 31st Annual General Meeting ('AGM') of WeP Solutions Limited will be held on Wednesday, 16th September 2026 at 11:00 A.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March 2026 together with the Reports of the Board of Directors and Auditors thereon.

2. To declare a Final Dividend of Rs. 0.50/- per Equity Share for the Financial Year 2025-2026.

SPECIAL BUSINESS:

3. **To appoint a director in place of Mr. Ram Narayan Agrawal (DIN: 00006399), who retires by rotation and being eligible, offers himself for re-appointment.**

   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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members be and is hereby accorded for the re-appointment of Mr. Ram Narayan Agrawal (DIN: 00006399) who is liable to retire by rotation at the ensuing Annual General Meeting."

   "**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary or Chief Financial Officer of the Company 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."

4. **To approve the appointment of Dr. Gaurav Nigam (DIN: 10239923) as a Whole Time Director designated as Senior Executive Director 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 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 Remuneration Committee, Dr. Gaurav Nigam (DIN: 10239923), who was appointed as an Additional Director in the capacity of Whole Time Director designated as Senior Executive Director of the Company w.e.f. 10th July 2026 by the Board of Directors be and is hereby appointed as a Director of the Company."

   "**RESOLVED FURTHER THAT** pursuant to the provisions of the Sections 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 Dr. Gaurav Nigam (DIN: 10239923), as a Whole Time Director designated as Senior Executive Director of the Company for a period of 3 years with effect from 10th July 2026 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 the appointment of Dr. Gaurav Nigam (DIN: 10239923), as a Whole Time Director designated as Senior Executive Director 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 or Company Secretary or Chief Financial Officer of the Company 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 Dr. Gaurav Nigam (DIN: 10239923) as a Whole Time Director designated as Senior Executive 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** 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 the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, the consent of the members be and is hereby accorded for payment of remuneration to Dr. Gaurav Nigam (DIN: 10239923), as a Whole Time Director designated as Senior Executive Director 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** any perquisite arising on exercise of stock options if any granted to Dr. Gaurav Nigam (DIN: 10239923) as Whole Time Director designated as Senior Executive Director of the Company, under any Employee Stock Option Plan of the Company shall also form part of the remuneration for the purpose of the Act and such perquisite be and is hereby approved."

   "**RESOLVED FURTHER THAT** in the absence or inadequacy of profits in any financial year during the tenure of Dr. Gaurav Nigam (DIN: 10239923) as Whole Time Director designated as Senior Executive Director 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 of the Company be and is 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. **To appoint Mr. Sanjeev Arora (DIN: 07230655) as an 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** pursuant to provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sanjeev Arora (DIN: 07230655) who has been appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors on 10th July 2026 in terms of Section 161 of The Companies Act 2013, and whose appointment as an Independent Director was recommended by the Nomination and Remuneration Committee to the Board of Directors of the Company, and in respect of whom Company has received a notice in writing from a Member proposing his candidature for the office of the Director pursuant to Section 160 of The Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from 10th July 2026 and is not liable to retire by rotation."

   "**RESOLVED FURTHER THAT** the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

   "**RESOLVED FURTHER THAT** Company Secretary or Chief Financial Officer or any one of the Director of the company be and are hereby authorized to file necessary e-forms with the Registrar of Companies, Karnataka/Ministry of Corporate Affairs."

7. **To appoint Mr. Deepak Jain (DIN: 07753667) as an 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** pursuant to provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Deepak Jain (DIN: 07753667) who has been appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors on 10th July 2026 in terms of Section 161 of the Companies Act 2013, and whose appointment as an Independent Director was recommended by the Nomination and Remuneration Committee to the Board of Directors of the Company, and in respect of whom Company has received a notice in writing from a Member proposing his candidature for the office of the Director pursuant to Section 160 of The Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from 10th July 2026 and is not liable to retire by rotation."

"**RESOLVED FURTHER THAT** the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

"**RESOLVED FURTHER THAT** Company Secretary or Chief Financial Officer or any one of the Director of the company be and are hereby authorized to file necessary e-forms with the Registrar of Companies, Karnataka/Ministry of Corporate Affairs."

8. **To re-appoint Mrs. Vandana Malaiya (DIN: 09179865) as the 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** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their respective meetings held on 10th July 2026, and pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("Act"), read with Schedule IV to the Act and the rules made thereunder, as amended from time to time, Mrs. Vandana Malaiya (DIN: 09179865), in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, and who was appointed as an Independent Director of the Company and holds office up to 19th September 2026, and being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a second term of five (5) consecutive years with effect from 20th September 2026 to 19th September 2031, not liable to retire by rotation."

"**RESOLVED FURTHER THAT** the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

"**RESOLVED FURTHER THAT** Company Secretary or Chief Financial Officer or any one of the Director of the Company be and are hereby authorized to file necessary e-forms with the Registrar of Companies, Karnataka/Ministry of Corporate Affairs."

9. To re-appoint Mrs. Shruti Agarwal (DIN: 09180804) as the 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** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their respective meetings held on 10th July 2026, and pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("Act"), read with Schedule IV to the Act and the rules made thereunder, as amended from time to time, Mrs. Shruti Agarwal (DIN: 09180804), in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, and who was appointed as an Independent Director of the

Company and holds office up to 19th September 2026, and being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a second term of five (5) consecutive years with effect from 20th September 2026 to 19th September 2031, not liable to retire by rotation."

"**RESOLVED FURTHER THAT** the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

"**RESOLVED FURTHER THAT** Company Secretary or Chief Financial Officer or any one of the Director of the Company be and hereby authorized to file necessary e-forms with the Registrar of Companies, Karnataka/Ministry of Corporate Affairs."

10. **To approve Employee Stock Option Plan 2026.**

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 Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, any circulars / notifications / guidance / FAQs issued thereunder, as amended from time to time (hereinafter referred as "SEBI (SBEB) Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the stock exchange(s) where the equity shares of the Company are listed and such other applicable laws, rules, regulations, notifications, circulars and guidelines (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) ("Applicable Laws") and in accordance with the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Members be and is hereby accorded to approve the " WeP Solutions Limited - Employee Stock Option Plan 2026" (herein referred to as the "ESOP 2026"/ the "Scheme" or the "Plan") authorizing the Board of Directors of the Company ("Board", which expression shall also include the Nomination and Remuneration Committee), to create, offer, issue, reissue and allot employee stock options ("ESOPs"), Equity shares on exercise of options, issue fresh options, reissue options that may have lapsed / cancelled / surrendered already approved at any time to or for the benefit of the eligible employees under the ESOP 2026, and to grant the ESOPs to the eligible employees on such terms and conditions as provided in the ESOP 2026 and as may be fixed or determined by the Board in accordance with the Act and other Applicable Laws."

"**RESOLVED FURTHER THAT** the consent be and is hereby accorded to the Board to create, offer, grant, issue, reissue and allot not exceeding 15,00,000 (Fifteen Lakhs) ESOPs, under ESOP 2026 exercisable into 15,00,000 (Fifteen Lakhs) equity shares of face value of Rs. 10/- each of the Company, at such price, in one or more tranches, from time to time, to the eligible employees of the Company, whether working in India or out of India, present or future, as may be decided by the Board and permitted under the SEBI (SBEB) Regulations, with each option giving a right, but not an obligation, to the Eligible Employees and that the grant of options, vesting and exercise thereof shall be in and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan, the accounting policies, SEBI (SBEB) Regulations and in due compliance with the applicable laws and regulations in force."

"**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organization, split, change in capital structure of the Company, as applicable from time to time, requisite adjustments (which may include adjustments to the number of options in ESOP 2026) shall be appropriately made, in a fair and reasonable manner in accordance with ESOP 2026."

"**RESOLVED FURTHER THAT** consent be and is hereby accorded to the Nomination and Remuneration Committee/ or the Board of the Company to issue and allot equity shares upon exercise of options from time to time in accordance with the ESOP 2026 and the shares so issued shall rank pari passu in all respects with the existing Equity Shares of the Company."

"**RESOLVED FURTHER THAT** consent be and is hereby accorded to the Board to modify, change, vary, alter, amend, suspend or terminate the ESOP 2026 at any time subject to compliance with applicable laws and regulations and further subject to consent of the Members by way of a special resolution to the extent required under SEBI (SBEB) Regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereto in conformity with the provisions of the Act, SEBI (SBEB) Regulations, the relevant provisions of the Memorandum and Articles of Association of the Company and any other applicable laws in force, in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

"**RESOLVED FURTHER THAT** any Director or CFO or Company Secretary of the Company be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions."

"**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and are hereby authorised to certify a copy of this resolution and issue the same to all concerned parties."

By Order of the Board of Directors
For WeP Solutions Limited

Ankita Karnani
Company Secretary

Place: Bengaluru
Date: 08th August 2026
Registered Address:
40/1 A Basappa Complex,
Lavelle Road, Bengaluru 560001

NOTES:

1. An explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013, setting out material facts concerning the special business is annexed hereto.

2. The Ministry of Corporate Affairs ("MCA"), inter alia, vide its General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2022 dated May 5, 2022 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars'), has permitted the holding of the Annual General Meeting through Video Conferencing ('VC') or through Other Audio- Visual Means ('OAVM'), without the physical presence of the Members at a common venue.

   In conformity with the applicable provisions of the Companies Act, 2013 and the circulars issued by the Ministry of Corporate Affairs ('MCA') from time to time, including General Circular No. 03/2025 dated September 22, 2025, companies are permitted to conduct their Annual General Meetings ('AGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') till further orders, without the physical presence of members at a common venue. Accordingly, in compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA circulars, the 31st Annual General Meeting of the Company is being held through VC/OAVM. The deemed venue of the AGM shall be the Registered Office of the Company.

3. In line with the applicable regulatory requirements, Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/Registrar & Transfer Agent ('RTA'), unless any Member has requested for a physical copy of the same. The Notice of AGM and Annual Report 2025-26 are available on the Company's website at **www.wepsol.com** and may also be accessed from the relevant section of the website of the Stock Exchange i.e. BSE Limited at **www.bseindia.com**. The AGM Notice is also available on the website of NSDL at **www.evoting.nsdl.com**.

4. 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 pursuant to the MCA Circulars through VC/OAVM, 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, Attendance Slip, and route map of AGM are not annexed to this Notice.

5. 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).

6. National Securities Depository Limited (NSDL) will be providing the 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. The 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.

7. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM.

8. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company at its registered office or email at **compliance.officer@wepsol.in**, a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting at least 3 days before the AGM.

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. 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.

10. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will

not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

11. The Board has appointed Vinay B L, Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.

12. The e-voting period commences on 13th September 2026 (9:00 a.m. IST) and ends on 15th September 2026 (5:00 p.m. IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on, 09th September 2026 may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. 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, 09th September 2026.

13. 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.

14. The register of members will remain closed from Thursday 10th September 2026 to Wednesday 16th September 2026 (Both days inclusive).

15. The Scrutinizer shall after the conclusion of e-Voting at the 31st AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting system and shall make a consolidated Scrutinizer's Report.

16. The Scrutinizer will submit the report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman. Results of voting will be declared within 2 working days from the conclusion of AGM. The declared results along with the Scrutinizer's Report will be available forthwith on the website of the Company **www.wepsol.com**, the website of NSDL and on the website of the Stock Exchange.

17. Details as required in sub-regulation (3) of Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Director seeking re-appointment/ appointment at the Annual General Meeting, forms an integral part of the Notice.

18. The e-voting will be available at the link **www.evotingindia.com**. The detailed instructions on e-voting are enclosed. Grievances, if any, connected with e-voting may be addressed to Assistant Manager, National Securities Depositories Limited (NSDL), or send an email to **evoting@nsdl.com** or call on 022-4886 7000 and 022-2499 7000.

19. M/s. Guru & Jana, LLP were appointed as Statutory Auditors at the 26th Annual General Meeting of the Company held in the year 2021 for a term of two years up to the conclusion of the 28th Annual General Meeting. They were subsequently reappointed at the 28th Annual General Meeting held in the year 2023 for a further period of five years, up to conclusion of the 33rd Annual General Meeting to be held in the year 2028.

20. M/s. BMP & Co. LLP, Practicing Company Secretaries, were appointed as Secretarial Auditors of the Company at the 30th Annual General Meeting for a term of five years, commencing from the financial year 2025–26 up to 2029–30.

21. The Company does not have any unclaimed dividend amount to be transferred to Investor Education and Protection Fund (IEPF).

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, to those persons or their mandates whose names appear as Beneficial Owners as on the record date i.e., 09/09/2026 in the list of Beneficial Owners to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

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.

24. 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 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.

25. 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.

25. 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 09th September 2026.

26. Pursuant to the SEBI Circular dated January 30, 2026, the Company has open a special window for a period of one year from February 05, 2026, to February 04, 2027, for transfer and dematerialization ("demat') of the physical securities of Shareholder that were old/ purchased prior to April 01, 2019, to provide them with due access to their securities.

    The key features of the Special Window facilities are as follows:

    - This initiative has been launched by SEBI to assist the Shareholders who continue to hold physical share certificates and those transfer requests that were rejected/returned due to deficiency in documents such as Incomplete or missing documentation or non- compliance with SEBI's procedural requirements.
    - Shares re-lodged during this window will be transferred only in demat mode.
    - All required documents must be submitted to our Registrar and Transfer Agent (RTA) (Cameo Corporate Services Limited) within the one-year window.
    - No Physical Share Certificates will be issued after this process.
    - This is a SEBI mandated initiative to protect our investors and promote the digitisation of securities.

    The relevant details along with the circular are available on company's website at **www.wepsol.com**.

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

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on 13th September 2026 (9:00 A.M. IST) and ends on 15th September 2026 (05:00 P.M. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 09th September 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being, 09th September 2026.

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:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on **https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp**. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. 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. 3. If you are not registered for IDeAS e-Services, option to register is available at **https://eservices.nsdl.com**. Select "Register Online for IDeAS Portal" or click at **https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp** 4. 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 '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.

	5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website **www.cdslindia.com** and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website **www.cdslindia.com** and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on **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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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 Depository 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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.com** or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user 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.com** mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   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.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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.com**. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 : 022 - 4886 7000 or send a request to at **evoting@nsdl.com**

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 **compliance.officer@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 **compliance.officer@wepsol.in**. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to **evoting@nsdl.com** for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member 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.
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 wish to express their views or raise questions may do so in advance up to 09th September 2026 by sending their queries, along with their name, demat account number/folio number, email ID and mobile number, to **compliance.officer@wepsol.in**. The Company shall respond to such queries suitably.
6. The Company reserves the right to limit the number of members asking questions depending on the availability of time at the AGM.

By Order of the Board of Directors
For WeP Solutions Limited

Ankita Karnani
Company Secretary

Place: Bengaluru
Date: 08th August 2026
Registered Address:
40/1 A Basappa Complex,
Lavelle Road, Bengaluru 560001

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)

As required under Section 102 read with Section 110 of the Companies Act, 2013 and rules made thereunder, the following Explanatory Statement setting out the material facts in relation to the proposed Ordinary Resolution for Item No.4 and Special Resolutions for Item No.3, Item No. 5, Item No. 6, Item No.7, Item No. 8 Item No.9 and Item No.10 of the accompanying Notice.

ITEM NO 3.: To appoint a director in place of Mr. Ram Narayan Agrawal (DIN: 00006399), who retires by rotation and being eligible, offers himself for re-appointment.

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.

Accordingly, to comply with the provisions of Regulation 17(1A) of the SEBI LODR Regulations, Company is seeking approval of members through Special Resolution for Re-appointment of Mr. Ram Narayan Agrawal (DIN :00006399) as Non-Executive, Non-Independent Director of the Company.

Brief profile of Mr. Ram Narayan Agrawal (DIN: 00006399) is as follows:

Mr. Ram Narayan Agrawal (DIN: 00006399) completed B. Tech from IIT Kanpur and in 1972 he completed PGDM from IIM, Kolkata, specializing in Finance, Marketing and Systems. Ram Narayan Agrawal (DIN :00006399) 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.

Pursuant to the re-appointment of Mr. Ram Narayan Agrawal (DIN: 00006399) as 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.

He is not disqualified from being re-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 Mr. Ram Narayan Agrawal (DIN: 00006399) 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.

Mr. Ram N Agrawal (DIN: 00006399) is a designated Promoter of the Company. Save and except Mr. Ram Narayan Agrawal (DIN: 00006399) 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.

Annexure A

INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015 READ WITH SECRETARIAL STANDARD - 2 ON GENERAL MEETINGS ON DIRECTOR RECOMMENDED FOR RE-APPOINTMENT AT THE 31st ANNUAL GENERAL MEETING VIDE ITEM NO. 3 OF THE NOTICE AS FOLLOWS:

Name of the Director	**Mr. Ram Narayan Agrawal**
DIN	00006399
Age/Date of Birth	79 years, 31-10-1946
Date of first appointment on the Board	09-07-2011
Qualification	B. Tech from IIT Kanpur and PGDM from IIM, Kolkata.
Brief Resume	Ram N Agrawal completed B. Tech from IIT Kanpur and in 1972 he completed PGDM from IIM, Kolkata, specializing in Finance, Marketing and Systems. Ram N Agrawal 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.
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Ram N Agrawal is liable to retire by rotation and being eligible offers himself for re-appointment.
Directorship	WeP Solutions Limited – Director WeP Peripherals Limited- Managing Director Wep Solutions India Limited - Director 4. E Peripherals Trading Limited - Director 5. RNAWEP Investments Private Limited - Director 6. eMerge Power Solutions Private Limited –Director
Listed entities from which the person has resigned in the past three years	Nil
Membership & Chairmanship of Committees of Listed Entities (Including Audit Committee & Stakeholders Relationship Committee)	WeP Solutions Limited – Chairman Stakeholders Relationship Committee of WeP Solutions Limited-Chairman Nomination and Remuneration Committee of WeP Solutions Limited -Member
Shareholding in the Company including shareholding as a beneficial owner as on 31st March, 2026	27,13,014 Equity Shares
Relationship with other Directors / Key Managerial Personnel	Mr. Ram Narayan Agrawal is not related to any other directors of the Company.
No. of Board Meeting Attended	8
Remuneration details	Refer to the Corporate Governance section of the Annual Report

ITEM NO 4.: To approve the appointment of Dr. Gaurav Nigam (DIN: 10239923) as a Whole Time Director designated as Senior Executive Director of the Company.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors has appointed Dr. Gaurav Nigam (DIN: 10239923) as Whole Time Director designated as Senior Executive Director of the Company at its Board Meeting held on 10th July 2026 for a term of three (3) years with effect from 10th July 2026 up to 09th July 2029.

Dr. Gaurav Nigam was earlier appointed as the Chief Operating Officer (COO) of the Company with effect from 1st June 2026, and in recognition of his valuable contributions and leadership capabilities, the Nomination & Remuneration Committee has recommended his elevation to the position of Whole Time Director.

Pursuant to provisions of Section 152, 161 and all other applicable provisions along with rules made there under, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), appointment of Dr. Gaurav Nigam (DIN: 10239923) requires approval of Members of the Company in form of Ordinary Resolution.

Accordingly, the Company is seeking approval of the members through Ordinary Resolution for the appointment of Dr. Gaurav Nigam (DIN: 10239923) as Whole Time Director designated as Senior Executive Director of the Company.

Brief Profile of Dr. Gaurav Nigam (DIN: 10239923):

Dr. Gaurav Nigam (DIN:10239923) is an IT professional with over 25 years of experience in Cloud, IT Infrastructure Management, DevOps, and SRE, with strong expertise in large-scale IT service delivery and AI driven automation. He has led global teams of 500+ professionals and managed P&L exceeding USD 50 million, delivering growth, cost optimisation, and high service reliability. He has held leadership positions at Mphasis, Incedo, Wipro, and Microland, contributing to scaling of cloud and infrastructure businesses. He holds a Ph.D. in Management, an MBA, and a B.E. from NIT, and has completed the Chief Digital & AI Officer Programme from ISB Hyderabad.

Dr. Gaurav Nigam (DIN:10239923) is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act 2013.

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. Gaurav Nigam (DIN: 10239923) pursuant to Regulation 36(3) of SEBI LODR Regulations and the Secretarial Standards on General Meeting (SS-2) is given at Annexure B to this Notice.

Dr. Gaurav Nigam (DIN: 10239923) is a director of the Company. Save and except Dr. Gaurav Nigam (DIN: 10239923) 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.

Annexure B

INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015 READ WITH SECRETARIAL STANDARD - 2 ON GENERAL MEETINGS ON DIRECTOR RECOMMENDED FOR APPOINTMENT AT THE 31st ANNUAL GENERAL MEETING VIDE ITEM NO. 4 OF THE NOTICE AS FOLLOWS:

Name of the Director	**Dr. Gaurav Nigam**
DIN	10239923
Age/Date of Birth	51 years, 14-11-1974
Date of first appointment on the Board	10-07-2026
Qualification	He holds a Ph.D. in Management, an MBA, a Bachelor of Engineering from NIT, and has completed the Chief Digital & AI Officer Programme from ISB Hyderabad.
Brief Resume	Dr. Gaurav Nigam is an IT professional with over 25 years of experience in Cloud, IT Infrastructure Management, DevOps, and SRE, with strong expertise in large-scale IT service delivery and AI driven automation. He has led global teams of 500+ professionals and managed P&L exceeding USD 50 million, delivering growth, cost optimisation, and high service reliability. He has held leadership positions at Mphasis, Incedo, Wipro, and Microland, contributing to scaling of cloud and infrastructure businesses. He holds a Ph.D. in Management, an MBA, and a B.E. from NIT, and has completed the Chief Digital & AI Officer Programme from ISB Hyderabad.
Terms and Conditions of the appointment	In terms of Section 152 of the Companies Act, 2013, Dr. Gaurav Nigam is eligible for appointment as a Whole Time Director of the Company and is proposed to be appointed for a term of 3 (three) years with effect from 10th July 2026.
Directorship	Das Spirituality Welt Private Limited-Director
Listed entities from which the person has resigned in the past three years	Nil
Membership & Chairmanship of Committees of Listed Entities (Including Audit Committee & Stakeholders Relationship Committee)	Nil
Shareholding in the Company including shareholding as a beneficial owner as on 31st March, 2026	Nil
Relationship with other Directors / Key Managerial Personnel	Dr. Gaurav Nigam is not related to any other directors of the Company.
No. of Board Meeting Attended	0
Remuneration Details	Mr. Gaurav Nigam shall be entitled to remuneration as approved by the Board and the shareholders of the Company in accordance with the provisions of the Companies Act, 2013.

Item No 5.: To approve the payment of remuneration to Mr. Gaurav Nigam (DIN: 10239923) as a Whole Time Director designated as Senior Executive Director of the Company.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors has appointed Dr. Gaurav Nigam (DIN:10239923) as Whole Time Director designated as Senior Executive Director of the Company at its Board Meeting held on 10th July 2026 for a term of three (3) years with effect from 10th July 2026 up to 09th July 2029.

Dr. Gaurav Nigam (DIN:10239923) was earlier appointed as the Chief Operating Officer (COO) of the Company with effect from 1st June 2026, and in recognition of his valuable contributions and leadership capabilities, the Nomination & Remuneration Committee has recommended his elevation to the position of Whole Time Director designated as Senior Executive Director.

Pursuant to provisions of Section 196, 197, 198 and 203 read with Schedule V to the extent applicable and all other applicable provisions along with rules made there under, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), payment of remuneration requires approval of Members of the Company in form of Special Resolution.

Accordingly, the Company is seeking approval of the members through Special Resolution for payment of remuneration to Dr. Gaurav Nigam (DIN: 10239923) as Whole Time Director designated as Senior Executive Director of the Company.

The principal terms and conditions of the appointment of Dr. Gaurav Nigam (DIN: 10239923) as Whole Time Director, is as follows:

A. Basic Salary

- Rs. 2,50,000/- per month with such increments as may be decided by the Board of Directors of the Company from time to time ("Board "shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee of the Board).

B. Benefits

- Benefits will include WBP of Rs.19,636/- and Additional Benefit Plan of Rs.2,29,062/-.

C. Variable Pay

- Entitlement of Fixed Variable Pay of Rs. 83,333/- per month and Provident Fund contribution of Rs. 30,000/- per month.

D. Overall Remuneration

- The aggregate of salary, allowances, perquisites and performance bonus in any financial year shall not 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. In the event such remuneration exceeds the prescribed limits, it shall require approval of the shareholders by way of a special resolution.

  The Board of Directors at their meeting held on 10th July 2026 approved the payment of Remuneration to Dr. Gaurav Nigam (DIN:10239923), under Section 197 and other applicable provisions of The Companies Act 2013.

E. Sitting Fees

- Dr. Gaurav Nigam (DIN:10239923) 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.

F. Termination

- The appointment of Dr. Gaurav Nigam (DIN:10239923) may be terminated by him or the Company giving a 3 (Three) calendar months' notice in writing to the other party.

Dr. Gaurav Nigam (DIN:10239923) is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act 2013.

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. Gaurav Nigam (DIN: 10239923) pursuant to Regulation 36(3) of SEBI LODR Regulations and the Secretarial Standards on General Meeting (SS-2) is given at Annexure C to this Notice.

Dr. Gaurav Nigam (DIN: 10239923) is a director of the Company. Save and except Dr. Gaurav Nigam (DIN: 10239923) 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.

Annexure C

INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015 READ WITH SECRETARIAL STANDARD - 2 ON GENERAL MEETINGS ON DIRECTOR RECOMMENDED FOR APPOINTMENT AT THE 31st ANNUAL GENERAL MEETING VIDE ITEM NO. 5 OF THE NOTICE AS FOLLOWS:

Name of the Director	**Dr. Gaurav Nigam**
DIN	10239923
Age/Date of Birth	51 years, 14-11-1974
Date of first appointment on the Board	10-07-2026
Qualification	He holds a Ph.D. in Management, an MBA, a Bachelor of Engineering from NIT, and has completed the Chief Digital & AI Officer Programme from ISB Hyderabad.
Brief Resume	Dr. Gaurav Nigam is an IT professional with over 25 years of experience in Cloud, IT Infrastructure Management, DevOps, and SRE, with strong expertise in large-scale IT service delivery and AI driven automation. He has led global teams of 500+ professionals and managed P&L exceeding USD 50 million, delivering growth, cost optimisation, and high service reliability. He has held leadership positions at Mphasis, Incedo, Wipro, and Microland, contributing to scaling of cloud and infrastructure businesses. He holds a Ph.D. in Management, an MBA, and a B.E. from NIT, and has completed the Chief Digital & AI Officer Programme from ISB Hyderabad.
Terms and Conditions of the appointment	In terms of Section 196 of the Companies Act, 2013, Dr. Gaurav Nigam is eligible for appointment as Whole-time Director of the Company for a period of 3 (three) years with effect from 10th July 2026.
Directorship	Das Spirituality Welt Private Limited-Director
Listed entities from which the person has resigned in the past three years	Nil
Membership & Chairmanship of Committees of Listed Entities (Including Audit Committee & Stakeholders Relationship Committee)	Nil
Shareholding in the Company including shareholding as a beneficial owner as on 31st March, 2026	Nil
Relationship with other Directors / Key Managerial Personnel	Dr. Gaurav Nigam is not related to any other directors of the Company.
No. of Board Meeting Attended	0
Remuneration Details	Mr. Gaurav Nigam shall be entitled to remuneration as approved by the Board and the shareholders of the Company in accordance with the provisions of the Companies Act, 2013.

ITEM NO 6.: To appoint Mr. Sanjeev Arora (DIN: 07230655) as an Independent Director of the Company

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Sanjeev Arora (DIN: 07230655) as an Additional Director (in the category of Independent Director) of the Company with effect from 10th July 2026. Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") he will hold office up to the date of the ensuing Annual General Meeting and has furnished a declaration confirming that he satisfies the criteria of independence as required under Section 149(6) of the Companies Act, 2013.

The Board considers that his association would be of immense benefit to the Company, and it is desirable to avail services of Mr. Sanjeev Arora (DIN: 07230655) as an Independent Director. Accordingly, the Board recommends the appointment of Mr. Sanjeev Arora (DIN: 07230655) as an Independent Director for a term of five consecutive years with effect from 10th July 2026 to 09th July 2031. As per explanation to Section 152(6), office of Independent Directors shall not be liable for retirement by rotation.

Brief Profile of Mr. Sanjeev Arora (DIN: 07230655).

Mr. Sanjeev Arora (DIN: 07230655) is a seasoned business leader with over 32 years of experience across organisations such as, ClearTax, Sify Technologies and SprintRPG India Ltd. He brings strong expertise in strategy, P&L management, market expansion and technology-led growth. Mr. Sanjeev Arora has extensive experience in enterprise sales, compliance solutions and business transformation, with a structured approach to operational excellence reinforced through Six Sigma programmes. In 2023, he co-founded Fractional CMO Partners LLP, advising B2B startups on go-to-market strategy, scalable growth and AI-driven business models. He holds a B.E. in Electronics from Bangalore University.

Mr. Sanjeev Arora (DIN: 07230655) is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act 2013.

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 Mr. Sanjeev Arora (DIN: 07230655) pursuant to Regulation 36(3) of SEBI LODR Regulations and the Secretarial Standards on General Meeting (SS-2) is given at Annexure D to this Notice.

Mr. Sanjeev Arora (DIN: 07230655) is a director of the Company. Save and except Sanjeev Arora (DIN: 07230655) 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.

Annexure D

INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015 READ WITH SECRETARIAL STANDARD - 2 ON GENERAL MEETINGS ON DIRECTOR RECOMMENDED FOR APPOINTMENT AT THE 31st ANNUAL GENERAL MEETING VIDE ITEM NO. 6 OF THE NOTICE AS FOLLOWS:

Name of the Director	**Mr. Sanjeev Arora**
DIN	07230655
Age/Date of Birth	52 years, 25-04-1974
Date of first appointment on the Board	10-07-2026
Qualification	Mr. Sanjeev Arora holds a B.E. in Electronics from Bangalore University
Brief Resume	Mr. Sanjeev Arora is a seasoned business leader with over 32 years of experience across organisations such as ClearTax, Sify Technologies and SprintRPG India Ltd. He brings strong expertise in strategy, P&L management, market expansion and technology-led growth. Mr. Sanjeev Arora has extensive experience in enterprise sales, compliance solutions and business transformation, with a structured approach to operational excellence reinforced through Six Sigma programmes. In 2023, he co-founded Fractional CMO Partners LLP, advising B2B startups on go-to-market strategy, scalable growth and AI-driven business models. He holds a B.E. in Electronics from Bangalore University.
Terms and Conditions of the appointment	In terms of Section 149(6) of the Companies Act, 2013, Mr. Sanjeev Arora is eligible for appointment as an Independent Director of the Company for a period of 5 (five) years with effect from 10th July 2026.
Directorship	Fractional CMO Partners LLP- Designated Partner
Listed entities from which the person has resigned in the past three years	Nil
Membership & Chairmanship of Committees of Listed Entities (Including Audit Committee & Stakeholders Relationship Committee)	Nil
Shareholding in the Company including shareholding as a beneficial owner as on 31st March, 2026	20,000 shares
Relationship with other Directors / Key Managerial Personnel	Mr. Sanjeev Arora is not related to any other directors of the Company.
No. of Board Meeting Attended	0
Remuneration Details	Mr. Sanjeev Arora shall be entitled to such remuneration, including sitting fees for the meetings of the Board of Directors and its committees, as approved by the Board in compliance with the Companies Act, 2013.

ITEM NO 7.: To appoint Mr. Deepak Jain (DIN: 07753667) as an Independent Director of the Company

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Deepak Jain (DIN: 07753667) as an Additional Director (in the category of Independent) of the Company with effect from 10th July 2026. Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") he will hold office up to the date of the ensuing Annual General Meeting and has furnished a declaration confirming that he satisfies the criteria of independence as required under Section 149(6) of the Companies Act, 2013.

The Board considers that his association would be of immense benefit to the Company, and it is desirable to avail services of Mr. Deepak Jain (DIN: 07753667) as an Independent Director. Accordingly, the Board recommends the appointment of Mr. Deepak Jain (DIN: 07753667) as an Independent Director for a term of five consecutive years with effect from 10th July 2026 to 09th July 2031. As per explanation to Section 152(6), office of Independent Directors shall not be liable for retirement by rotation.

Brief Profile of Mr. Deepak Jain (DIN: 07753667)

Mr. Deepak Jain (DIN: 07753667) is a distinguished technology and business leader with over 41 years of experience in global IT services, consulting and corporate governance. He is currently the CEO and Global Strategic Advisor at Aethilus PrivateLimited, advising organizations on growth strategy, profitability enhancement, AI-led transformation, infrastructure services and delivery excellence. Prior to this, he spent over three decades at Wipro Limited, where he held several senior leadership positions, including Global Head of Infrastructure Services, managing a business of approximately USD 1 billion. He also serves on the Board of a leading Indian NBFC and is an Advisor to the Wipro Foundation.

Mr. Deepak Jain (DIN: 07753667) is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act 2013.

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 Mr. Deepak Jain (DIN: 07753667) pursuant to Regulation 36(3) of SEBI LODR Regulations and the Secretarial Standards on General Meeting (SS-2) is given at Annexure E to this Notice.

Mr. Deepak Jain (DIN: 07753667) is a director of the Company. Save and except Mr. Deepak Jain (DIN: 07753667) 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.

Annexure E

INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015 READ WITH SECRETARIAL STANDARD - 2 ON GENERAL MEETINGS ON DIRECTOR RECOMMENDED FOR APPOINTMENT AT THE 31st ANNUAL GENERAL MEETING VIDE ITEM NO. 7 OF THE NOTICE AS FOLLOWS:

Name of the Director	**Mr. Deepak Jain**
DIN	07753667
Age/Date of Birth	62 years, 28-04-1964
Date of first appointment on the Board	10-07-2026
Qualification	Bachelor of Engineering, Electronics and Communication – Delhi College of Engineering, University of Delhi.
Brief Resume	Mr. Deepak Jain is a distinguished technology and business leader with over 41 years of experience in global IT services, consulting and corporate governance. He is currently the CEO and Global Strategic Advisor at Aethilus Private Limited, advising organizations on growth strategy, profitability enhancement, AI-led transformation, infrastructure services and delivery excellence. Prior to this, he spent over three decades at Wipro Limited, where he held several senior leadership positions, including Global Head of Infrastructure Services, managing a business of approximately USD 1 billion. He also serves on the Board of a leading Indian NBFC and is an Advisor to the Wipro Foundation.
Terms and Conditions of the appointment	In terms of Section 149(6) of the Companies Act, 2013, Mr. Deepak Jain is eligible for appointment as an Independent Director of the Company for a period of 5 (five) years with effect from 10th July 2026.
Directorship	Hasham Investment and Trading Private Limited-Director Aethilus Private Limited - Director Kznfox Technologies Private Limited - Director Prazim Trading and Investment Company Private Limited-Director Tarish Investment and Trading Private Limited-Director
Listed entities from which the person has resigned in the past three years	Nil
Membership & Chairmanship of Committees of Listed Entities (Including Audit Committee & Stakeholders Relationship Committee)	Nil
Shareholding in the Company including shareholding as a beneficial owner as on 31st March, 2026	Nil
Relationship with other Directors / Key Managerial Personnel	Mr. Deepak Jain is not related to any other directors of the Company.
No. of Board Meeting Attended	0
Remuneration Details	Mr. Deepak Jain shall be entitled to such remuneration, including sitting fees for the meetings of the Board of Directors and its committees, as approved by the Board in compliance with the Companies Act, 2013.

Item No 8.: To re-appoint Mrs. Vandana Malaiya (DIN: 09179865) as the Independent Director of the Company.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors re-appointed Mrs. Vandana Malaiya (DIN: 09179865) as an Independent Director of the Company on 10th July 2026 for a second term of five consecutive years with effect from 20th September 2026 to 19th September 2031, subject to the approval of Members.

The Board considers that, given Mrs. Vandana Malaiya's professional background, experience and contributions made by her during her tenure, the continued association of Mrs. Vandana Malaiya (DIN:09179865) would be beneficial to the Company, and it is desirable to continue to avail her services as an Independent Director. Accordingly, it is proposed to re-appoint Mrs. Vandana Malaiya (DIN: 09179865) as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company, based on recommendation of Nomination and Remuneration Committee.

In accordance with the provisions of Section 149(10) of the Act and Regulation 25(2A) of SEBI Listing Regulations, re-appointment of Independent Director will be subject to the approval of Members by way of a special resolution. Accordingly, the prior approval of the Members of the Company is being sought by way of a special resolution for the same.

Brief Profile Mrs. Vandana Malaiya (DIN: 09179865) is as follows:

Mrs. Vandana Malaiya (DIN: 09179865) is an accomplished professional with a B.E. (Hons) in Electrical & Electronics Engineering from Birla Institute of Technology & Sciences Pilani. She has also completed Executive General Management degree at IIM Bangalore. Her illustrious 30-year journey in the IT Industry showcases prowess in software product development, software quality, large-scale delivery management, and entrepreneurship.

Mrs. Vandana Malaiya (DIN: 09179865) is not disqualified from being re-appointed as Director in terms of Section 164 of the Act.

Mrs. Vandana Malaiya (DIN: 09179865) is not debarred from holding the office of Director by virtue of any SEBI order or any such authority.

Additional information in respect of Mrs. Vandana Malaiya (DIN: 09179865) pursuant to Regulation 36(3) of SEBI LODR Regulations and the Secretarial Standards on General Meeting (SS-2) is given at Annexure F to this Notice.

Mrs. Vandana Malaiya (DIN: 09179865) is the Director of the Company. Save and except Mrs. Vandana Malaiya (DIN: 09179865) and her 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.

Annexure F

INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015 READ WITH SECRETARIAL STANDARD - 2 ON GENERAL MEETINGS ON DIRECTOR RECOMMENDED FOR RE-APPOINTMENT AT THE 31st ANNUAL GENERAL MEETING VIDE ITEM NO. 8 OF THE NOTICE AS FOLLOWS:

Name of the Director	**Mrs. Vandana Malaiya**
DIN	09179865
Age/Date of Birth	62 years, 17-01-1964
Date of first appointment on the Board	28-05-2021
Qualification	B.E. (Hons) in Electrical & Electronics Engineering from BITS Pilani; Executive General Management Programme, IIM Bangalore.
Brief Resume	Mrs. Vandana Malaiya is an accomplished professional with a B.E. (Hons) in Electrical & Electronics Engineering from Birla Institute of Technology & Sciences Pilani. She has also completed Executive General Management degree at IIM Bangalore. Her illustrious 30-year journey in the IT Industry showcases prowess in software product development, software quality, large-scale delivery management, and entrepreneurship.
Terms and Conditions of Re-appointment	In terms of Section 149(6), Mrs. Vandana Malaiya is re-appointed as an Independent Director.
Directorship	1.WeP Solutions Limited - Director 2. Semcostyle Institute India LLP - Designated Partner 3. BCIL Yelahanka Projects LLP - Partner
Listed entities from which the person has resigned in the past three years	NIL
Membership & Chairmanship of Committees of Listed Entities (Including Audit Committee & Stakeholders Relationship Committee)	Nomination Remuneration Committee of WeP solutions Limited-Member
Shareholding in the Company including shareholding as a beneficial owner as on 31st March, 2026	Nil
Relationship with other Directors / Key Managerial Personnel	None
No. of Board Meeting Attended	8
Remuneration details	Refer to the Corporate Governance Section of the Annual Report

Item No 9.: To re-appoint Mrs. Shruti Agarwal (DIN: 09180804) as the Independent Director of the Company.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors re-appointed Mrs. Shruti Agarwal (DIN:09180804) as an Independent Director of the Company on 10th July 2026 for a second term of five consecutive years with effect from 20th September 2026 to 19th September 2031, subject to the approval of Members.

The Board considers that, given Mrs. Shruti Agarwal's professional background, experience and contributions made by her during her tenure, the continued association of Mrs. Shruti Agarwal (DIN:09180804) would be beneficial to the Company, and it is desirable to continue to avail her services as an Independent Director. Accordingly, it is proposed to re-appoint Mrs. Shruti Agarwal (DIN: 09180804) as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company, based on recommendation of Nomination and Remuneration Committee.

In accordance with the provisions of Section 149(10) of the Act and Regulation 25(2A) of SEBI Listing Regulations, re-appointment of Independent Director will be subject to the approval of Members by way of a special resolution. Accordingly, the prior approval of the Members of the Company is being sought by way of a special resolution for the same.

Brief Profile Mrs. Shruti Agarwal (DIN: 09180804) is as follows:

Ms. Shruti Agarwal (DIN: 09180804) is a Chartered Accountant with over 14 years of professional experience in finance and accounting. She began her career in the manufacturing sector with a listed entity, gaining expertise in regulatory compliance and statutory reporting. Currently working in a multinational company for more than 10 years, specializing in finance controllership activities including end to end business finance, financial reporting and internal controls. She brings a strong foundation in governance frameworks and strategic financial management to her role.

Mrs. Shruti Agarwal (DIN: 09180804) is not disqualified from being re-appointed as Director in terms of Section 164 of the Act.

Mrs. Shruti Agarwal (DIN: 09180804) is not debarred from holding the office of Director by virtue of any SEBI order or any such authority.

Additional information in respect of Mrs. Shruti Agarwal (DIN: 09180804) pursuant to Regulation 36(3) of SEBI LODR Regulations and the Secretarial Standards on General Meeting (SS-2) is given at Annexure G to this Notice.

Mrs. Shruti Agarwal (DIN: 09180804) is the Director of the Company. Save and except Mrs. Shruti Agarwal (DIN: 09180804) and her 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.

Annexure G

INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015 READ WITH SECRETARIAL STANDARD - 2 ON GENERAL MEETINGS ON DIRECTOR RECOMMENDED FOR RE-APPOINTMENT AT THE 31st ANNUAL GENERAL MEETING VIDE ITEM NO. 9 OF THE NOTICE AS FOLLOWS:

Name of the Director	**Mrs. Shruti Agarwal**
DIN	09180804
Age/Date of Birth	39 years, 08-07-1987
Date of first appointment on the Board	28-05-2021
Qualification	Mrs. Shruti Agarwal is a Qualified Chartered Accountant
Brief Resume	Mrs. Shruti Agarwal is a Chartered Accountant with over 14 years of professional experience in finance and accounting. She began her career in the manufacturing sector with a listed entity, gaining expertise in regulatory compliance and statutory reporting. Currently working in a multinational company for more than 10 years, specializing in finance controllership activities including end to end business finance, financial reporting and internal controls. She brings a strong foundation in governance frameworks and strategic financial management to her role.
Terms and Conditions of Re-appointment	In terms of Section 149(6), Mrs. Shruti Agarwal is re-appointed as an Independent Director.
Directorship	1.WeP Solutions Limited-Director
Listed entities from which the person has resigned in the past three years	Nil
Membership & Chairmanship of Committees of Listed Entities (Including Audit Committee & Stakeholders Relationship Committee)	1.Audit Committee of WeP Solutions Limited-Member 2.Stakeholders Relationship Committee of WeP Solutions Limited- Member
Shareholding in the Company including shareholding as a beneficial owner as on 31st March, 2026	2548 shares
Relationship with other Directors / Key Managerial Personnel	None
No. of Board Meeting Attended	5
Remuneration details	Refer to the Corporate Governance Section of the Annual Report

Item No 10.: To approve Employee Stock Option Plan 2026.

The Company proposes to introduce ESOP 2026 for the benefit of the present and future permanent employees (in India or outside India) including directors (whether whole-time or not), other than independent directors and such other eligible persons as may be determined as per Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, (hereinafter referred as "SEBI (SBEB) Regulations"). Options granted under the Scheme shall vest on satisfaction of vesting conditions which can thereafter be exercised resulting in allotment of equity shares of the Company.

The Nomination and Remuneration Committee ("Committee") of the Company shall administer the ESOP 2026 in accordance with the applicable laws.

The Company appreciates the role people play in organizational growth. It strongly feels that the value created by its people should be shared with them. To create the feeling of inclusiveness and recognizing the contribution of the employees in building up the Company and to promote the culture of employee ownership and as well as to attract, retain, motivate and incentivize employees, the Company is intending to issue employee stock options under an employee stock option plan namely "WeP Solutions Limited - Employee Stock Option Plan 2026 ("ESOP 2026"/ the "Scheme" or the "Plan") to the employees of the Company, as relevant, as determined from time to time.

The Board of Directors passed resolution at their meeting held on 8th of August 2026, subject to the approval of the members, the proposal for ratification of ESOP 2026, as recommended by the Nomination and Remuneration Committee of the Company on 8th of August 2026.

The particulars as required under Section 62(1)(b) of the Companies Act, 2013 and SEBI (SBEB) Regulations are provided as under:

Sr. No	Particulars	Description
1.	Brief description of the scheme)	The Company proposes to introduce the WeP Solutions Limited - Employee Stock Option Plan 2026 ('ESOP 2026"/ the "Scheme" or the "Plan") with a view to attract, retain, incentivise and motivate employees and Directors of the Company. The Plan contemplates grant of employee stock options ("Options") to the eligible employees as may be determined in due compliance of SEBI (SBEB) Regulations. After vesting, the eligible employees earn a right (but not obligation) to exercise the Vested Options within the predefined exercise period. The Nomination and Remuneration Committee shall administer the Plan. All questions of interpretation of the Plan shall be determined by the Nomination and Remuneration Committee, and such determination shall be final and binding upon all the people having an interest in the Plan. The Company shall issue equity shares upon exercise subject to payment of exercise price and satisfaction of consequential tax obligations.
2.	Total No. of Options to be granted	The total number of Options to be granted under ESOP 2026 shall not exceed 15,00,000 (Fifteen Lakhs) with each such Option conferring a right upon the employee to be issued one Share of the Company, in accordance with the terms and conditions of such issue. If an Option expires, lapses or becomes un-exercisable due to any reason, it shall be brought back to the Options pool and shall become available for future grants, subject to compliance with the provisions of the Applicable Laws.
3.	Identification of classes of employees entitled to participate in ESOP 2026	(i) an employee as designated by the company, who is exclusively working in India or outside India; or (ii) a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or

		(iii) an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the company, but does not include— (a) an employee who is a promoter or a person belonging to the promoter group; or (b) a director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company;
4.	Appraisal Process for Determining the employee eligibility	The Nomination and Remuneration Committee shall determine the eligibility based on performance, period of Service, managerial and technical knowledge, and future potential etc.
5.	Requirements of vesting & Period of vesting	As per ESOP 2026, the vesting of options is subject to vesting conditions, and the framework for such vesting conditions shall be laid down in the grant letter, and such vesting conditions may include performance, period of Service, managerial and technical knowledge etc. The continuation of employee in the services of the Company shall be the primary requirement of the vesting. As per the ESOP plan the vesting period shall not be less than one (1) year from the grant date and shall not be more than five (5) years from the grant date. The Committee may grant Options specifying Vesting Period ranging from minimum and maximum period as afore stated.
6.	Maximum period within which the options will be vested	Options granted under ESOP 2026 would Vest not less than 1(one) year and not more than five (5) years from the date of grant of such options. Vesting of Options would be subject to continued employment with the Company.
7.	Exercise price or Pricing formula	The equity shares would be issued at a price which should not exceed the market price, which would be the latest available closing price on the Stock Exchange (BSE), on the date prior to the date of the meeting of the Board/Committee at which options are granted, but not less than Rs. 10/- or at such price as the Board/Committee may determine on the date(s) of grant of option(s) but not less than Rs. 10/-.
8.	Exercise period and the process of exercise	The stock options granted under ESOP 2026 shall be exercisable within a period of 5 years from the date of vesting and shall be exercisable under such conditions as may be determined by the Nomination and Remuneration Committee from time to time. The options shall be exercisable in whole within the exercise period permitted under the Plan. The process of exercise shall be in such manner and within such period as may be prescribed by the Nomination and Remuneration Committee and communicated through the Grant Letter.
9.	Lock in Period	The Shares issued upon Exercise of Options shall be freely transferable and will not be subject to any lock in period after such exercise.
10.	Maximum number of options to be issued per employee and in aggregate	The maximum number of Options that shall be granted to each Employee shall vary depending upon the designation and the appraisal / assessment process, however, shall not exceed 5,00,000 (Five Lakhs) Options per eligible Employee. The Nomination and Remuneration Committee reserves the right to decide the number of Options to be granted and the maximum number of Options that can be granted to each employee within this ceiling.

		The maximum number of Options to be granted in aggregate under ESOP 2026 shall not exceed 15,00,000 (Fifteen Lakhs) with each such Option conferring a right upon the employee to be issued one Share of the Company, in accordance with the terms and conditions of such issue.
11.	Maximum quantum of benefits to be provided per employee under the plan	Please refer point 10
12.	Implementation and administration of the plan	The Plan shall be implemented and administered directly by the Company.
13.	Source of acquisition of shares under the Plan	ESOP 2026 envisages issue of primary shares against exercise of vested Options.
14.	Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilisation, repayment terms etc.	Not Applicable.
15.	Maximum percentage of secondary acquisition	ESOP 2026 envisages issue of primary shares and there is no contemplation of secondary acquisition.
16.	In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report	If and so long as the Company opts for expensing of Options using the intrinsic value method, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' Report.
17.	Accounting and Disclosure Policies	The Company shall confirm with the requirements of the "Guidance Note" on accounting for employee share-based payments or Accounting Standards as may be specified by the Institute of Chartered Accountants of India (ICAI) or such other accounting standard as may be applicable from time to time, including disclosure requirements prescribed therein. Where the existing Guidance Note or accounting standard do not prescribe accounting treatment or disclosure requirements for employee stock option plans then the Company shall comply with the relevant accounting standard as may be prescribed by the ICAI from time to time.
18.	Method of Valuation	The method for valuation of options shall be determined by the Board / Committee from time to time in accordance with provisions of applicable laws and accounting standards.
19.	Conditions under which option vested in employees may lapse	Vested Options that are not exercised within the applicable Exercise Period shall automatically lapse. Further, in case of retirement or superannuation of a Grantee, all unvested stock options on the date of the retirement or superannuation shall lapse, unless otherwise decided by the Nomination and Remuneration Committee at its discretion. In the event of termination of employment for cause, all Vested Options that remain unexercised as on the date of such termination shall stand cancelled with immediate effect from the date of termination.

		In the event of abandonment of employment, all Vested Options, whether exercised or unexercised, shall stand cancelled with immediate effect. In the event of separation from employment for reasons other than those specified above, the Nomination and Remuneration Committee of the Board shall determine whether the Vested Options as on the date of separation may be exercised by the Employee, along with the applicable Exercise Period and other terms, if any. The decision of the Nomination and Remuneration Committee shall be final and binding.
20.	Terms and conditions for buyback, if any, of specified securities covered granted under the Plan	The procedure for buy-back of specified securities issued under these regulations, if to be undertaken at any time by the company, and the applicable terms and conditions, including: (i) permissible sources of financing for buy-back; (ii) any minimum financial thresholds to be maintained by the company as per its last financial statements; and (iii) limits upon quantum of specified securities that the company may buy-back in a financial year.
21.	The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	**Resignation / Termination (other than due to misconduct or breach of company policies/terms of employment**) All the Vested Options as on that date shall be exercisable by the Employee immediately after, but in no event later than three (3) months from the last working day with the Company or five (5) years from the date of Vesting, whichever is earlier. **Termination for Cause** All the Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination. **Termination due to Permanent Disability/Death** All Vested Options may be Exercised by the Option Grantee or, in case of his death, the nominee or legal heirs, immediately after, but in no event later than 12 months from the date of such disability.

The Board thereby recommends passing the resolution as set out under Item No. 10 of this notice for approval of the Members as Special Resolution.

None of the Directors or Key Managerial Personnel (as defined under the Act) and their immediate relatives are concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company or the extent of options that have been or to be granted to them in accordance with the applicable laws.

By Order of the Board of Directors
For WeP Solutions Limited

Ankita Karnani
Company Secretary

Place: Bengaluru
Date: 08th August 2026
Registered Address:
40/1 A Basappa Complex,
Lavelle Road, Bengaluru 560001