



17th April 2026

To,
The General Manager,
Department of Corporate Services,
BSE Ltd, P.J. Towers,
Dalal Street, Mumbai 400 001.

Dear Sir,

Sub: Notice of Postal Ballot

Scrip Code: 532373 – WEPSOLN

The Board of Directors of the Company at their meeting held on Thursday, 02nd April 2026 approved the Postal Ballot Notice for seeking approval of the members of the Company for the business as set out in the Postal Ballot Notice.

Please find enclosed herewith Postal Ballot Notice together with the Explanatory Statements, being sent electronically to the members of the Company whose names appear on the Register of Members / List of Beneficial Owners as on Friday, April 10th, 2026.

The Company has engaged in the services of NSDL for the purpose of providing e-voting facility to all its members. The schedule of events is as follows:

- **Cut-off Date:** Friday, April 10th, 2026
- **E-voting Start:** Saturday, April 18th, 2026 (9A.M. IST)
- **E-voting End:** Sunday, May 17th, 2026 (5 P.M. IST)

The Postal Ballot Notice will also be made available at the website at www.wepsol.com.

We request you to kindly take the above information on record.

Thanking You,

Yours Sincerely,
For WeP Solutions Limited

Ankita Karnani
Company Secretary and Compliance Officer
M. No: A33634

WeP Solutions Limited

CIN: L72200KA1995PLC025617

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

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

INFORMATION AT GLANCE

Details of Resolution	<p>1.To approve the appointment of Mr. Vineet Agrawal (DIN:02370129) as Whole Time Director designated as Executive Vice Chairman of the Company. - Ordinary Resolution.</p> <p>2.To approve the payment of remuneration to Mr. Vineet Agrawal (DIN:02370129) as Whole Time Director designated as Executive Vice Chairman of the Company. - Special Resolution.</p> <p>3.To approve the appointment of Mr. Nisar Ali Shah (DIN: 11614781) as Whole Time Director of the Company. - Ordinary Resolution.</p> <p>4. To approve the payment of remuneration to Mr. Nisar Ali Shah (DIN:11614781) as Whole Time Director of the Company. - Special Resolution.</p>
Cut-off date for sending the Notice to eligible Members	Friday, 10 th April 2026
Cut-off date for determining eligibility for e-voting	
E-voting start date and time	9 A.M. (IST) on Saturday, 18 th April 2026
E-voting end date and time	5 P.M. (IST) on Sunday, 17 th May 2026

POSTAL BALLOT NOTICE

(Pursuant to Section 110 and Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given that the resolutions set out below is proposed to be passed by the Members of WeP Solutions Limited (“the Company”) by means of Postal Ballot, only by way of remote e-Voting process (“e-Voting”), pursuant to Section 110 and Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, Circulars and Notifications thereunder issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by The Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

In compliance with the circular issued by Ministry of Corporate Affairs (‘MCA’) no. 14/2020 dated April 8 2020, read with circular no. 17/ 2020 dated April 13, 2020, and other relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as ‘MCA Circulars’), this Postal Ballot Notice (“Notice”) is being sent by email only, to the members whose e-mail

addresses are registered with the Company/ Depository Participants ('DP')/ Depository/ Registrar & Share Transfer Agent of the Company. Further, the assent/ dissent of the members on the resolution proposed in this Notice will be considered only through the remote e-Voting system.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Notice. Pursuant to Rule 22(5) of The Companies (Management and Administration) Rules 2014, the Board of Directors of the Company, at its meeting held on Thursday 2nd April 2026, appointed Mr. Vinay BL (M No: F9159, C P No: 10760) Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot only through the E-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the E-voting process. Accordingly, the Company is pleased to offer an E-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions mentioned under the section "Instructions for Members for e-voting" in this Postal Ballot Notice to cast their vote electronically. Shareholders are requested to cast their vote through the E-voting process not later than 17:00 Hours IST on Sunday 17th May 2026, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the E-voting. The results shall be declared within two working days from the last date specified for receipt of votes through the e-voting process and communicated to BSE Limited ("BSE"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and M/s. Cameo Corporate Services Limited ("Registrar and Share Transfer Agent") and will also be displayed on the Company's website at www.wepsol.com.

SPECIAL BUSINESS:

1. To approve the appointment of Mr. Vineet Agrawal (DIN: 02370129) as Whole Time Director designated as Executive Vice Chairman of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'Act') and the relevant Rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force, and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee, Mr. Vineet Agrawal (DIN: 02370129), who was appointed as an Additional Director in the capacity of Whole Time Director designated as Executive Vice Chairman of the Company w.e.f. March 1, 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 Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the Articles of Association of the Company the consent of members of the Company be and is hereby accorded for appointment of Mr. Vineet Agrawal (DIN: 02370129), as the Whole Time Director designated as Executive Vice Chairman of the Company for a period of 3 years with effect from March 1, 2026 to February 28, 2029 on such terms and conditions as set out in the explanatory statement annexed hereto."

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter such terms and conditions as it may deem appropriate in relation to appointment of Mr. Vineet Agrawal (DIN: 02370129), as the Whole Time Director designated as Executive Vice Chairman 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”

2.To approve the payment of remuneration to Mr. Vineet Agrawal (DIN: 02370129) as Whole Time Director designated as Executive Vice Chairman of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Articles of Association of the Company and based on the recommendation of the Nomination and 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 Mr. Vineet Agrawal (DIN: 02370129), as the Whole Time Director designated as Executive Vice Chairman 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, granted to Mr. Vineet Agrawal (DIN: 02370129) as Whole Time Director designated as Executive Vice Chairman 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 Mr. Vineet Agrawal (DIN: 02370129) as Whole Time Director designated as Executive Vice Chairman 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 or Company Secretary or Chief Financial Officer of the Company be and are hereby authorized to alter the terms and conditions of the appointment including the remuneration payable and to take all such steps as it may in its absolute discretion think necessary.”

3.To approve the appointment of Mr. Nisar Ali Shah (DIN: 11614781) as Whole Time 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, Mr. Nisar Ali Shah (DIN:11614781), who was appointed as an Additional Director in the capacity of Whole Time Director of the Company w.e.f. April 02nd, 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 Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the Articles of Association of the Company the consent of members of the Company be and is hereby accorded for appointment of Mr. Nisar Ali Shah (DIN: 11614781), as the Whole Time Director of the Company for a period of 3 years with effect from 02nd April 2026 to 01st April 2029 on such terms and conditions as set out in the explanatory statement annexed hereto.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to alter such terms and conditions as it may deem appropriate in relation to appointment of Mr. Nisar Ali Shah (DIN: 11614781), as the Whole Time 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”

4.To approve the payment of remuneration to Mr. Nisar Ali Shah (DIN: 11614781) as Whole Time 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 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 Mr. Nisar Ali Shah (DIN: 11614781), as the Whole Time 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, granted to Mr. Nisar Ali Shah (DIN: 11614781) as Whole Time 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 Mr. Nisar Ali Shah (DIN: 11614781) as Whole Time 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 or Company Secretary or Chief Financial Officer of the Company be and are hereby authorized to alter the terms and conditions of the appointment including the remuneration payable and to take all such steps as it may in its absolute discretion think necessary.”

Place: Bangalore
Date: 02.04.2026
Registered Address:40/1A Basappa Complex,
Lavelle Road, Bangalore-560001

By Order of the Board of Directors
For WeP Solutions Limited

Ankita Karnani
Company Secretary

NOTES:

1. The relevant explanatory statement pursuant to the provisions of section 102(1) of the Companies Act, 2013 read with relevant rules made thereunder ("the Act") in respect to the aforesaid item, set out in the Notice of the Postal Ballot is annexed hereto.
2. Pursuant to the guidelines and clarifications issued by the Ministry of Corporate Affairs vide General Circular No.03/2025 dated September 22,2025 ("MCA Circular") read with all other circulars issued earlier in this regard, Companies are allowed to conduct a postal ballot by sending notice through electronic form only. Accordingly, a physical copy of the postal ballot notice, postal ballot form and pre-paid business reply envelope will not be sent to the Members for this postal ballot process. The communication of assent or dissent of the Members would take place through the process of remote e-voting only.
3. The Postal Ballot Notice is being sent only by e - mail to all the Members whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as at the close of business hours on Friday, 10th April 2026 (the "cut-off" date) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer, Cameo Corporate Services Limited ("RTA").
4. Members whose name appears on the Registrar of Members/ List of Beneficial owners as on the cut-off date will be considered for the purpose of remote e-voting and voting rights shall be reckoned on the paid-up share capital of the Company as on the cut-off date. Any recipient of the Postal Ballot Notice who was not a Member of the Company as on the cut-off date should treat this Postal Ballot Notice for information purpose only.
5. As the approval of members is being sought by way of Postal Ballot, the provisions regarding appointment of a proxy, route map and attendance sheet are not applicable. Accordingly, same are not enclosed with this Postal Ballot Notice.
6. Notice of Postal Ballot along with Explanatory Statement is also available on Company's website at www.wepsol.com and the website of stock exchange at www.bseindia.com.
7. The postal ballot facility through e-voting is being provided to the members in accordance with the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
8. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English newspaper (in English language) and one regional newspaper (in vernacular language, i.e., Kannada) each with wide circulation in the State of Karnataka, where the registered office of the Company is situated.
9. The Company has engaged the services of National Securities Depositories Limited (NSDL) to provide e-voting facilities, enabling the members to cast their vote electronically in a secure manner.
10. 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.
11. The e-voting will commence on Saturday 18th April 2026 (9.00 A.M. IST) and end on Sunday 17th May 2026 (5.00 P.M. IST).
12. The Board of Directors of the Company, vide meeting held on 02nd April 2026 has appointed Ankita Karnani, Company Secretary of the Company, as the person responsible for the entire postal ballot process.
13. The Board of Directors of the Company, vide meeting held on 02nd April 2026 has appointed Mr. Vinay BL, as the Scrutinizer, for conducting the postal ballot process in a fair and transparent manner.
14. The Scrutinizer will submit his report to the Chairman or Company Secretary of the Company after completion of

the scrutiny on remote e - voting at the Head Office of the Company at 40/1A Basappa Complex, Lavelle Road, Bangalore-560001 and the result of the postal ballot will be posted on the Company's website www.wepsol.com and the same will be communicated to Bombay Stock Exchange of India www.bseindia.com where the shares of the company are listed.

15. Pursuant to the SEBI Circular dated January 30, 2026, the Company shall 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 remote e-voting period begins on Saturday, 18th April 2026 at 9:00 A.M. (IST) and ends on Sunday, 17th May 2026 at 5:00 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. Friday, 10th April 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 Friday, 10th April 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.

1.Login method for e-Voting for Individual shareholders holding securities in demat mode

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL .	<ol style="list-style-type: none"> 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 our 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 “Log-in” which is available under ‘Shareholder / Member’ section. A new screen will be opened. You will have to enter your User ID (i.e. your sixteen-digit demat account number

	<p>held 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.</p> <p>5. Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
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Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for CDSL Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL help-desk by sending a request at evoting@nsdl.co.in or call at 022-4886700.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL help- desk by sending a request at helpdesk.evoting@cdslindia.com or Contact at toll free no 1800-21-09911.

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

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

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID. For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number 122629 followed by Folio Number regis- tered with the company. For example if folio number is 001*** and EVEN is 122629 then user ID is 101456001***.

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial

password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details / Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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 is in active status.
2. Select "EVEN" of company for which you wish to cast your vote.
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.co.in and CS@wepsol.com.
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 and 022-2499 7000 or send a request at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to CS@wepsol.com.
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 CS@wepsol.com.
3. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) as the case may be.
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.

Place: Bangalore
Date: 02.04.2026

By Order of the Board of Directors
For WeP Solutions Limited

Ankita Karnani
Company Secretary

**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 Special Resolutions for Item No. 2 and Item No. 4 of the accompanying Notice.

ITEM NO 2.: To approve the payment of remuneration to Mr. Vineet Agrawal (DIN: 02370129) as Whole Time Director designated as Executive Vice Chairman of the Company.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors has appointed Mr. Vineet Agrawal having DIN: 02370129 as Whole Time Director designated as Executive Vice Chairman of the Company at its Board Meeting held on 31st January 2026 for a term of three (3) years with effect from 01st March 2026 up to 28th February 2029.

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 the appointment and payment of remuneration to Mr. Vineet Agrawal having DIN: 02370129 as Whole Time Director designated as Executive Vice Chairman of the Company.

The principal terms and conditions of the appointment of Mr. Vineet Agrawal (DIN: 02370129) as Whole Time Director designated as Executive Vice Chairman, is as follows:

A. Salary

- ₹75,00,000/- (Rupees Seventy-Five Lakhs only) per annum.

B. Perquisites & Allowances

- Nil

C. Variable Pay / Performance-linked Incentives

- Nil

D. Employees Stock Options

- Mr. Vineet Agrawal (DIN: 02370129), on the recommendation of the Nomination and Remuneration Committee shall be granted employees stock options of 7,00,000 (Seven Lakh) in two tranches of 3,50,000 options each, under the applicable Employee Stock Option Scheme(s) of the Company, subject to the approval of the Companies Act 2013 and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

E. 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 31st January 2026 approved the payment of Remuneration to Mr. Vineet Agrawal (DIN: 02370129), in excess of prescribed limit under Section 197 and other applicable provisions of The Companies Act 2013.

F. Sitting Fees

- Mr. Vineet Agrawal (DIN: 02370129) 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.

G. Termination

- The appointment of Mr. Vineet Agrawal (DIN: 02370129) may be terminated by him or the Company giving a 3 (Three) calendar months' notice in writing to the other party.

Mr. Vineet Agrawal (DIN: 02370129) 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. Vineet Agrawal (DIN: 02370129) 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. Vineet Agrawal (DIN: 02370129) is a director of the Company. Save and except Mr. Vineet Agrawal (DIN: 02370129) 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 APPOINTMENT VIDE ITEM NO. 2 OF THE NOTICE AS FOLLOWS:

Name of the Director	Vineet Agrawal
DIN	02370129
Age/Date of Birth	64 years, 17-01-1962
Date of first appointment on the Board	31.01.2026
Qualification	A Graduate of IIT Delhi with an MBA from JBIMS, Mumbai.
Brief Resume	Mr. Vineet Agrawal (DIN: 02370129) is a seasoned CEO and Managing Director with over 23 years of experience in business leadership, during which he has scaled consumer businesses across 40+ countries. He has spearheaded 15 India and cross border acquisitions, driving disciplined capital allocation and seamless post-merger integration. An IIT Delhi alumnus and JBIMS MBA, he is recognized for building iconic brands, enabling international expansion, and strengthening governance, leadership, and organizational culture.
Terms and Conditions of appointment	In terms of Section 196 of the Companies Act, 2013, Mr. Vineet Agrawal is eligible for appointment.
Directorship	NIL
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	11142
Relationship with other Directors / Key Managerial Personnel	None
No. of Board Meeting Attended	1
Remuneration details	Please refer the above Explanatory Statement.

ITEM NO 4.: To approve the payment of remuneration to Mr. Nisar Ali Shah (DIN: 11614781) as Whole Time Director of the Company.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors has appointed Mr. Nisar Ali Shah having DIN: 11614781 as Whole Time Director of the Company on 02nd April 2026 for a term of three (3) years with effect from 02nd April 2026 to 01st April 2029.

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 the appointment and payment of remuneration to Mr. Nisar Ali Shah having DIN: 11614781 as Whole Time Director of the Company.

The principal terms and conditions of the appointment of Mr. Nisar Ali Shah (DIN: 11614781) as Whole Time Director, is as follows:

A. Basic Salary

- Rs. 94,000/- 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. Allowances

- Rs. 36,000/- per month as House Rent Allowance and Rs. 57,000/- per month as Conveyance Allowance, with such increments as may be determined by the Board of Directors of the Company from time to time (the term “Board” shall be deemed to include any committee thereof, including the Nomination and Remuneration Committee).

C. Benefits

- Rs. 500/- per month towards Mobile Expense Reimbursement and Rs. 700/- per month towards Health Benefit Reimbursement.

D. Variable Pay

- Entitlement of Fixed Variable Pay of Rs. 75,000/- per month, Provident Fund contribution of Rs. 11,280/- per month and gratuity of Rs. 4,521/- per month.

E. Retention Bonus

- Retention Bonus of Rs. 1,00,000/- to be payable in October 2026.

F. 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 02nd April 2026 approved the payment of Remuneration to Mr. Nisar Ali Shah (DIN: 11614781), under Section 197 and other applicable provisions of The Companies Act 2013.

G. Sitting Fees

- Mr. Nisar Ali Shah (DIN: 11614781) shall not be paid sitting fees for attending the Board meetings and meetings of the Committee in which he may be nominated as a member.

H. Termination

- The appointment of Mr. Nisar Ali Shah (DIN: 11614781) may be terminated by him or the Company giving a 3 (Three) calendar months' notice in writing to the other party.

Mr. Nisar Ali Shah (DIN: 11614781) 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. Nisar Ali Shah (DIN: 11614781) 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.

Mr. Nisar Ali Shah (DIN: 11614781) is a director of the Company. Save and except Mr. Nisar Ali Shah (DIN: 11614781) 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 VIDE ITEM NO. 4 OF THE NOTICE AS FOLLOWS:

Name of the Director	Nisar Ali Shah
DIN	11614781
Age/Date of Birth	47 years, 23-03-1979
Date of first appointment on the Board	02.04.2026
Qualification	Bachelor of Business Administration (BBA) - All India Institute of Management Studies and Research, Meerut
Brief Resume	Mr. Nisar Ali Shah is a seasoned enterprise and strategic IT sales leader with over two decades of progressive experience where he has driven nationwide revenue growth through consultative selling, key account management, and long-term enterprise partnerships. He has consistently led high-value, multi-location, annuity-based deals, while transforming traditional business units into technology-led managed services operations. Known for his strong CXO engagement, turnaround abilities, and high-performance team leadership, he has played a pivotal role in shaping go-to-market strategies, strengthening OEM alliances, and accelerating the company's enterprise footprint across India.
Terms and Conditions of appointment	In terms of Section 196 of the Companies Act, 2013, Mr. Nisar Ali Shah is eligible for appointment.
Directorship	NIL
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	47444
Relationship with other Directors / Key Managerial Personnel	None
No. of Board Meeting Attended	NIL
Remuneration details	Please refer the above Explanatory Statement.