Ref No. WSL/BSE/AGM/01/2021 **26th August 2021**

To,
The General Manager,
Department of Corporate Services,
Bombay Stock Exchange Limited,
P.J. Towers, Dalal Street, Mumbai 400 001.

Dear Sir,

Sub: Annual Report 2020-21
Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended

Scrip Code: 532373 - WEPSOLN

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015 as amended, please find enclosed herewith a copy of the Annual Report for the Financial Year 2020-21 along with the Notice of the 26th Annual General Meeting of the Company scheduled on 20th September 2021 at 3.00 PM through Video Conferencing (VC) / Other Audio Visual Means (OVAM).

The Annual Report for the Financial Year 2020-21 is uploaded on the website of the Company at www.wepsolutions.co.in

Kindly take the above information on record and update your website for the information of our shareholders and investors.

Regards,

For WeP Solutions Limited

Sujata Pratik Shaha
Company Secretary and Compliance Officer

Encl: As above.

WeP Solutions Limited

CIN: L72200KA1995PLC025617
Regd. Office: 40 /1A, Basappa Complex, Lavelle Road, Bengaluru 560 001

NOTICE

Dear Member,

Notice is hereby given that the 26th Annual General Meeting of the members of WeP Solutions Limited ("the Company") to be held on 20th September, 2021 at 3:00 PM (IST) through video conference and other audio visual means (VC/OAVM). The Notice of the meeting, containing the business to be transacted, is enclosed herewith.

As per Section 108 of the Companies Act, 2013, ('the Act') read with the related Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the Financial Year ended 31st March, 2021 and the Report of the Board of Directors and Auditors thereon - **Ordinary Resolution**.

2. To re-appoint, Dr. A L Rao, who retires by rotation at this meeting and being eligible, offers himself for re-appointment - **Ordinary Resolution**.

3. To consider the **Appointment of the Statutory Auditors** and to fix their remuneration and in this regard to consider and if thought fit to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Sections 139 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act, if any and the Rules framed thereunder, as amended from time to time, M/s. Guru & Jana Chartered Accountants (ICAI Firm Registration No. 006826S) be and is hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of 28th AGM of the Company to be held in the year 2023 at such remuneration plus applicable taxes, out-of pocket, travelling, etc., as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.

   "**RESOLVED FURTHER THAT** the Company has received written consent from M/s. Guru & Jana (Firm Registration No. 006826S) and also received certificate to the effect that they are eligible and qualified to be appointed as such and have not incurred any disqualification cited under Section 141(3) of the act. In line with the requirements of the Act, the Audit Committee has proposed and the Board of Directors has recommended the appointment of M/s. Guru & Jana (Firm Registration No. 006826S) as the statutory auditors of the Company to hold office for a period of two consecutive years w.e.f 20th September, 2021."

   "**RESOLVED FURTHER THAT** the Board of Directors or Audit Committee thereof, be and is hereby authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Statutory Auditors."

SPECIAL BUSINESS:

4. **Appointment of Vandana Malaiya (DIN: 09179865) as an Independent Director:**

   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 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), Vandana Malaiya (DIN: 09179865) who has been appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective 28th May 2021 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director was recommended by the Nomination and Compensation Committee to the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of 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 28th May 2021, not liable to retire by rotation".

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters, things as may be deemed fit for the purpose of giving effect to the above resolution."

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

5. **Appointment of Shruti Agarwal (DIN: 09180804) as an Independent Director:**

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 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), Shruti Agarwal (DIN: 09180804) who has been appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective 28th May 2021 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director was recommended by the Nomination and Compensation Committee to the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of 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 28th May 2021, not liable to retire by rotation.

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters, things as may be deemed fit for the purpose of giving effect to the above resolution."

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

6. Re-appointment of Ram N Agarwal (DIN: 00006399) as Chairman and Managing Director of the Company

To approve re-appointment of **Ram N Agarwal (DIN: 00006399)** as a Managing Director designated as Chairman and Managing Director and in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"**RESOLVED THAT** in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Management Personnel) Rules, 2014 (including any statutory modification(s)thereof, for the time being in force) and Clauses of Articles of Association of the Company as amended from time to time on the recommendation of nomination and compensation committee, Ram N Agarwal, be and is hereby re-appointed as the Managing Director of the Company for a period of two years with effect from 16th February 2021 on such terms and conditions as set out in the Statement annexed to the notice convening the meeting, with the liberty given to the Board of Directors to alter and vary terms and conditions of the said appointment and/or remuneration in such manner as may be agreed to by and between the Company and Ram N Agarwal provided however, such alteration are within the maximum limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force)."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters, things as may be deemed fit for the purpose of giving effect to the above resolution."

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

7. **Re-appointment of G H Visweswara (DIN 00662212) as an Independent Director:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) regulations, 2015 as amended (including any statutory modification(s) or reenactment there of for the time being in force),

and on the basis the recommendation of the Nomination and Compensation Committee and the Board of Directors, G H Visweswara (DIN 00662212) Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received notice in writing from a member in terms of Section 160 of the Companies Act proposing his candidature for the office of director, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of five consecutive years commencing from 21st September, 2021."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters, things as may be deemed fit for the purpose of giving effect to the above resolution."

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

By Order of the Board of Directors
For WeP Solutions Limited

Place: Bengaluru
Date: 30th July, 2021

Sujata Pratik Shaha
Company Secretary

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

NOTES:

An explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the special business is annexed hereto.

In view of the COVID-19 pandemic and pursuant to the Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, respectively, and all other relevant circulars issued from time to time by the Ministry of Corporate Affairs ("the MCA Circulars") read with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 (the SEBI Circulars), relaxation has been granted for physical attendance of the Members to the EGM / AGM and allowed companies to hold General Meetings through Video-Conferencing ("VC") or Other Audio-Visual Means ("OAVM"). In terms of the same, The AGM will be held without the physical presence of the Members at a common venue and Members can attend and participate in the AGM through VC/OAVM.

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 the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the members will not be available.

Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").

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

Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal.

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).

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.

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

The e-voting period commences on 15th September, 2021 (9:00 a.m. IST) and ends on 19th September, 2021 (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 13th September, 2021 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 13th September, 2021.

The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.

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.

In compliance with the Circulars, the Annual Report 2020-21, the Notice of the 26th AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).

Members may also note that the Notice of the 26th AGM and the Annual Report 2020-21 will also be available on the Company's website, www.wepsolutions.co.in, website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com and on the website of NSDL https://www.evoting.nsdl.com.

Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.

The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchange, NSDL, and RTA and will also be displayed on the Company's website www.wepsolutions.co.in.

A statement pursuant to Section 102(1) of the Act, relating to the Business to be transacted from Item Nos. 4 to 7 is annexed hereto. The additional details of Directors retiring by rotation / seeking appointment/re-appointment, pursuant to Regulation 36(3) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") and the Secretarial Standards issued by the Institute of Company Secretaries of India, is annexed and forms part of this Notice.

The SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in securities market. Accordingly, Members holding shares in electronic form are requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Company / Registrar and Share Transfer Agent.

Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Company's at investor@wepsol.in or the Company's Registrar and Share Transfer Agent M/s. Cameo Corporate Services Limited for revalidation and encashment before the due dates. The details of such unclaimed dividends are available on the Company's website at www.wepsolutions.co.in. Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). In addition, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF. In the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from the IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website http://www.iepf.gov.in / and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules. Pursuant to the Rule 5(8)

of the Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on 31st March 2021 on its website at www.wepsolutions.co.in and also on the website of the Ministry of Corporate Affairs.

Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from M/s. Cameo Corporate Services Limited, Registrar and Share Transfer Agent of the Company.

The relevant documents referred to in the accompanying Notice and Explanatory Statement will be provided upon request, in electronic mode upto the date of the Meeting. The Members are required to write to compliance.officer@wepsol.in with a subject "Inspection of Documents – WeP Solutions Limited.

Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

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

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

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

Access to NSDL e-Voting system

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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 or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	4. Shareholders / Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. 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. 3. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your 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 or joining virtual meeting & voting during the meeting.

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

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

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

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

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

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

Details on Step 1 is mentioned below:

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

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 followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 116616 then user ID is 101456001***

5. Your password details 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.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vinay@vinaybl.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free No.: 1800-222-990 or send a request to (Name of NSDL Official) 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 (Company email id).
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 (Company email id).
3. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members / shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER

1. Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access the same at https://www.evoting.nsdl.com under shareholders / members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number / folio number, email id, mobile number at (company email id).
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number / folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

GENERAL GUIDELINES FOR VC PARTICIPATION

i. Members may note that the 26th AGM of the Company will be convened through VC in compliance with the applicable provisions of the Companies Act, 2013, read with the Circulars. The facility to attend the meeting through VC will be provided by the Company. Members may access the same at www.evoting.nsdl.com.

ii. The facility of joining the AGM through VC / OAVM will be opened 60 minutes before the scheduled start-time of the AGM and will be available for Members on a first-come-first-served-basis.

iii. The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the AGM.

iv. Members can participate in the AGM through their desktops / smartphones / laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops / laptops with high-speed internet connectivity.

v. Please note that participants connecting from mobile devices or tablets, or through laptops via mobile hotspot may experience audio / video loss due to fluctuation in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any of the aforementioned glitches.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 4: Appointment of Vandana Malaiya (DIN: 09179865) as a Independent Director

Vandana Malaiya has completed her B.E. (Hons) Electrical & Electronics Engineering from Birla Institute of Technology & Sciences Pilani. She has also completed her Executive General Management from Indian Institute of Management Bangalore (IIMB). She has 30 years of rich experience in the IT Industry. Her work experience ranges from software product development to software quality to large scale delivery management to entrepreneurship.

On 28th May 2021, the Board of Directors appointed Vandana Malaiya as an Additional Director of the Company in the capacity of Independent Director for a term of 5 consecutive years with effect from 28th May 2021, subject to approval of the Members of the Company. In terms of section 160 of the Companies Act, 2013, the Nomination and Compensation Committee and the Board have recommended the appointment of Vandana Malaiya as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013. The Company has also received a notice in writing from a Member proposing the candidature of Vandana Malaiya to be appointed as Director of the Company.

Vandana Malaiya is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given her consent to act as Director.

The Company has received declaration from Vandana Malaiya that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Vandana Malaiya fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations. Vandana Malaiya is independent of the management.

Details of Directors seeking appointment/re-appointment are provided herewith:

Date of Birth	17th January, 1964
Date of Appointment	28th May, 2021
Qualification	B.E. (Hons) Electrical & Electronics Engineering
List of other directorships and position held	NIL
Chairman / Member of the committee of the Board of Directors of Public Company	NIL
Shareholding in the Company	NIL

Copy of the draft letter for appointing Vandana Malaiya as an Independent Director setting out the terms and conditions are available for inspection by members through electronic mode.

This Statement may also be regarded as a disclosure under Regulation 16, 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations.

Vandana Malaiya is interested in her resolution set out at Item No. 4 of the Notice with regard to their respective appointment.

The relatives of Vandana Malaiya may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set forth at Item No. 4.

Your Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item No. 5: Appointment of Shruti Agarwal (DIN: 09180804) as an Independent Director:

Ms. Shruti Agarwal is a Chartered Accountant with 9 years of post-qualification experience majorly in Controllership and Revenue functions. She is presently working with a large multinational Company.

On 28th May 2021, the Board of Directors appointed Shruti Agarwal as an Additional Director of the Company in the capacity of Independent Director for a term of 5 consecutive years with effect from 28th May 2021, subject to approval of the Members of the Company. In terms of section 160 of the Companies Act, 2013, the Nomination and Compensation Committee and the Board have recommended the appointment of Shruti Agarwal as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013. The Company has also received a notice in writing from a Member proposing the candidature of Shruti Agarwal to be appointed as Director of the Company.

Shruti Agarwal is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given her consent to act as Director.

The Company has received declaration from Shruti Agarwal that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Shruti Agarwal fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations. Shruti Agarwal is independent of the management.

Details of Directors seeking appointment/re-appointment are provided herewith:

Date of Birth	8th July, 1987
Date of Appointment	28th May, 2021
Qualification	Chartered Accountant
List of other directorships and position held	NIL
Chairman / Member of the committee of the Board of Directors of Public Company	NIL
Shareholding in the Company	NIL

Copy of the draft letter for appointing Shruti Agarwal as an Independent Director setting out the terms and conditions are available for inspection by members through electronic mode.

This Statement may also be regarded as a disclosure under Regulation 16, 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations.

Shruti Agarwal is interested in her resolution set out at Item No. 5 of the Notice with regard to their respective appointment.

The relatives of Shruti Agarwal may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set forth Item No. 5.

Your Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Item No. 6: Re-appointment of Ram N Agarwal (DIN: 00006399) as Chairman and Managing Director of the Company

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

Ram N Agarwal has attained the age of 70 years on 31st October, 2016 and hence continuation of his employment as Managing Director requires the approval of members by way of a Special Resolution.

Section 196(3) of the Companies Act, 2013 inter-alia provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole-Time Director or Manager unless it is approved by the members by passing a Special Resolution. Part I of Schedule V to the Act contains a similar relaxation.

Keeping in view that Ram N Agarwal has rich and varied experience in the industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to appoint Ram N Agarwal as Managing Director.

Pursuant to the recommendation of Nomination and Compensation Committee, the Board of Directors of the Company passed a resolution on 29th January, 2021 approving appointment of Ram N Agarwal as Chairman and Managing Director of the Company for a period of two years with effect from 16th February 2021. This is subject to approval of the Shareholders at this Annual General Meeting.

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

The details of remuneration payable to Ram N Agarwal and the terms and conditions of appointment are as mentioned below:

i . Fixed Remuneration: NIL

ii. Profit Linked Commission:

a. 5% of the Annual Net Profit on the Standalone Financial Results as per the provisions and calculations mentioned in Section 197 of the Companies Act, 2013.

b. Profit Linked Commission shall be payable Quarterly after approval of Quarterly Accounts by the Board of Directors.

c. In case of loss, no commission shall be payable for that Quarter.

Details of Director seeking re-appointment are provided herewith:

Date of Birth	31st October, 1946
Date of Appointment	16th February, 2021
Qualification	B. Tech from IIT Kanpur and PGDM from IIM, Kolkata.
List of other directorships and position held	1. WeP Peripherals Limited - Managing Director 2. wep solutions india limited - Director 3. E Peripherals Trading Limited - Director 4. RNAWEP Investments Private Limited - Director 5. eMerge Power Solutions Private Limited - Director
Chairman / Member of the committee of the Board of Directors of Public Company	Nomination and Compensation Committee - Member Risk Management Committee - Member
Shareholding in the Company	19,73,014 Equity Shares

(Note: Information pertaining to remuneration paid to the Directors who are being appointed / re-appointed or whose terms of remuneration are being revised and the number of Board Meetings attended by them during the year 2020-21, wherever applicable, have been provided in the Corporate Governance Report forming part of the Annual Report.)

Ram N Agarwal satisfies all the conditions set out in Part I of Schedule V and Section 196(3) of the Companies Act, 2013 for being eligible for his appointment as Managing Director. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Copy of the draft letter for appointing Ram N Agarwal as Managing Director setting out the terms and conditions are available for inspection by members through electronic mode.

Save and except Ram N Agarwal and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

Your Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Shareholders.

Item No. 7: Re-appointment of G H Visweswara (DIN 00662212) as an Independent Director:

G H Visweswara has done BE (Electronics) from UVCE, Bangalore with excellent academic record and PG Diploma - DIIT (Computer Science) from IIT, Bombay. He has more than three decades of experience with computer systems and in leading application software development.

Further as per the Regulation 17(1A) of the Listing Regulations, appointment or continuation of a Non-Executive Director after attaining age of 75 years also requires approval of Members of the Company by way of Special Resolution. G H Visweswara shall attain age of 75 (seventy five) years during the proposed second term and in view of the same, Board of Directors, recommends passing of Special Resolution for his continuation as Director

In terms of the provisions of Section 149 of the Companies Act, 2013 and Rules framed thereunder, the Shareholders of the Company, at their Annual General Meeting held on 22nd September 2016, appointed G H Visweswara (DIN: 00662212) as Independent Director of the Company, for a period of five years w.e.f 22nd September 2016 not liable to retire by rotation.

The Board of Directors and Nomination and Compensation Committee, considering the expertise, experience and contribution made by G H Visweswara during the first term and based on his performance evaluation approved his

re-appointment as Independent Director for a period of 5 (five) years effective 22nd September 2021, subject to the approval of Shareholders at this Annual General Meeting.

Regulation 16, 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 inter alia stipulates the conditions for the appointment of Independent Directors by a listed company.

G H Visweswara is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received declaration from G H Visweswara that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing the candidature of G H Visweswara for the office of Director of the Company, not liable to retire by rotation.

In the opinion of the Board, G H Visweswara fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations. G H Visweswara is independent of the management.

Details of Director seeking re-appointment are provided herewith:

Date of Birth	02-09-1950
Date of Appointment	30th July, 2021
Qualification	BE (Electronics) and PG Diploma - DIIT (Computer Science)
List of other directorships and position held	WeP Digital Services Limited
Chairman / Member of the committee of the Board of Directors of Public Company	Nomination and Compensation Committee - Member Shareholders / Investors cum Grievance Committee - Member Audit committee - Member
Shareholding in the Company	-

(Note: Information pertaining to remuneration paid to the Directors who are being appointed / re-appointed or whose terms of remuneration are being revised and the number of Board Meetings attended by them during the year 2020-21, wherever applicable, have been provided in the Corporate Governance Report forming part of the Annual Report.)

Copy of the draft letter for appointing G H Visweswara as an Independent Director setting out the terms and conditions are available for inspection by members through electronic mode.

This Statement may also be regarded as a disclosure under Regulation 16, 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations.

G H Visweswara is interested in his resolution set out at Item No. 7 of the Notice with regard to their respective appointment.

The relatives of G H Visweswara may be deemed to be interested in the resolution set out at Item No. 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set forth at Item No. 7.

Your Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

By Order of the Board of Directors
For WeP Solutions Limited

Place: Bengaluru
Date: 30th July, 2021

Sujata Pratik Shaha
Company Secretary

Bloom Your Tech Fantasy

wep



Accelerating Digital Transformation for our Customers

WeP Solutions Limited

Twenty Sixth Annual Report 2020-21

info@wepdigital.com | www.wepdigital.com | +91 90199 15738

CORPORATE INFORMATION

Board of Directors

Ram N Agarwal	- Chairman and Managing Director
H V Gowthama	- Independent Director
Shankar Jaganathan	- Independent Director
Mythily Ramesh	- Independent Director
G H Visweswara	- Independent Director
Dr. A L Rao	- Non-Executive Director
Sandeep Kumar Goyal	- Executive Director & CFO
Vandana Malaiya	- Additional Director (w.e.f 28th May 2021)
Shruti Agarwal	- Additional Director (w.e.f 28th May 2021)

Share Transfer Agent

Cameo Corporate Services Limited,
#1, Subramanian Building,
Club House Road, Chennai – 600 002
Email: investor@cameoindia.com

Bankers

Axis Bank
Corporation Bank

Statutory Auditors

M/s N M Raiji & Co, Chartered Accountants,
Mumbai

Secretarial Auditor

S Kannan & Associates,
Practicing Company Secretary, Bengaluru

Internal Auditors

M/s Gnanoba & Bhat, Chartered Accountants,
Bengaluru

Corporate Identity Number (CIN)

L72200KA1995PLC025617

Listed on

Bombay Stock Exchange (BSE)
Scrip Code: 532373
Scrip Name: WEPSOLN
ISIN: INE434B01029

Website

www.wepsolutions.co.in
www.wepdigital.com

Investor E-mail ID

investor@wepsol.in

Registered Office

40/1 A, Basappa Complex, Lavelle Road,
Bengaluru 560 001
Phone: +91 9019915738
E-mail : info@wepsol.in

Manufacturing Locations

Himachal Pradesh:
Plot No. 87, EPIP, Phase I, Jharmajri,
District : Solan, Himachal Pradesh 174 103.

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WeP Digital

The Journey of Change

WeP has been on a Transformational Journey over the past 7 years. From primarily an Impact Printer company with over 50% of our revenues coming from this traditional business, we first changed to a Printing Services company and made a successful transition from Products to Services.

But change never ends, the journey continues, and today, WeP is a Digital company offering cutting-edge Digital Solutions across a wide domain of critical business areas. We are grateful to have had the opportunity to partner with some of the leading businesses in the country during the past few years and contribute to their journeys of Digital Transformation too.

Follow us on

@wepdigital @wepdigital_wepsolutionsltd @wepdigital @wepdigital @wepdigital

Message from the Chairman

Thriving in the New Normal

In his thoughtful and provocative bestseller, "The Black Swan" Nassim Nicholas Taleb popularised the concept of unlikely events that are usually not factored in when one plans business or personal scenarios because of their very low probability of occurrence, but which can have titanic consequences if they do occur. The Covid-19 pandemic has been the Black Swan event of the past 100 years. With its devastating effect on both on the health and economic fronts simultaneously, it brought practically the whole world to its knees and we are still to completely recover from it.

New Opportunities in the New Normal

While the Covid-19 pandemic has changed the world economic scenario forever, it has in particular, impacted the IT industry very significantly. While there are many disruptions, we see following broad trends emerging, which will have a significant impact on industry and open up new opportunities too.

1. Hybrid workplace is here to stay for ever. Depending on the nature of business, the extent of work from home will differ. Devices and services which help in remote workplace will continue to grow in demand.
2. Non-touch, Hygiene and Healthcare will continue to get increasing share of budget and attention in government, household and industrial sector.
3. Digitisation will grow exponentially.
4. Economic growth trends are reversing, at least for a short period wherein developed countries will have relatively higher growth rates than developing and poorer countries. India could be an exception. It has been projected that the Services Sector will grow even faster. India is already a leading service provider for the world. Provision of services will become location agnostics hence skilled resources in least developed locations will get even greater opportunities.
5. As a consequence of the pandemic and some political events, there is now a realisation among the western economic superpowers that the world needs to have a non-monopolistic supply chain for all goods and services (being called "China plus one" strategy).

It is organisations with the Vision, the Capabilities, and the Agility to capitalise on these opportunities, which will emerge as winners in the decades ahead.

WeP is well Positioned to Leverage these Opportunities

India has managed the Covid impact reasonably well. Covid management combined with "China plus one" strategy of Western developed countries has created a unique opportunity for India. Indian industry will be able to take advantage of all the above emerging trends. Hence, growth rates in Indian industry are expected to be much higher and the need for digital transformation in the industry will be greater. WeP, which has moved to Digital Services in terms of strategic priority is now poised to help and support the industry and contribute to its growth and transformation.

In particular:

a) WeP has a host of products and services in its portfolio, which will make remote working and working from home more seamless, thereby promoting the hybrid work culture which will continue.

b) WeP has developed a whole suite of products to achieve non-touch operations.

c) Digitisation is the present and the way forward. Right from currency, to day-to-day services, the Digital Economy is the Economy for the Future and WeP has built strong Digital Capabilities and has a strong Digital Services Portfolio.

The WeP Mission – Partner with Businesses to help make them 'Bigger' 'Better' and more 'Beautiful'

WeP's Mission is to co-create IT and Digital solutions for Enterprise and Retail Customers. Specifically, we partner with our customers and contribute to their business growth thus making them 'Bigger', enable them to use resources more efficiently and effectively, so that they become 'Better' and provide automation and digitisation solutions that ensure seamless processes for their engagement with their customers to make them more 'Beautiful'.

The subsequent pages narrate a few of the inspiring stories of how we have worked together with our Customers across a wide variety of business segments to help produce tangible, breakthrough results. We believe we are in the early stages of this exciting journey.

We provide the following IT/Digital solutions to our Customers



GST Platform Services



Document Management Solutions



Managed Print Services



POS Solutions

We address an estimated market potential of approximately ₹69,000 Mn (our internal estimates), growing at an annual rate of 6%

A Strong Foundation to build Resilience

WeP Solutions' super structure is built on a foundation of deep and enduring Partnerships, Technology, and robust Processes, which we term as WeP's Wheels of Strength. We believe this is what gives our organisation an inner strength to withstand any adverse externalities as well as to thrive in times when the economy is stable and growing.



The year 20-21 created a challenge as our foundation was severely tested for its strength due to the Covid-19 pandemic, a once in a century occurrence.

The Ultimate Test of Resilience

Human beings who are foundations were tested for their resilience the world over. India and WeP were no exception. Ultimately, we emerged as winners as the Q4 financial results indicate. The financial results of Q4 are best ever in last 5 years. After being down in Q1, we continuously improved as the following table indicates:

	Pre-Covid Q4 19-20	Covid Lockdown Q1 20-21	Covid Slowdown Q2 20-21	Covid Unlock 1 Q3 20-21	Covid Unlock 2 Q4 20-21	YoY Growth Q4
Revenue & Other Income	1681	916	1366	1729	2484	47.8%
Profit / (Loss) Before Tax	27	(274)	(62)	64	148	442.4%
Cash Flow (PAT + Depreciation)	223	114	232	306	339	52.1%

in ₹ lakhs

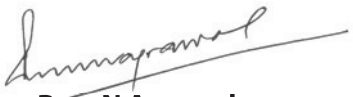


It has truly been a V-shape Recovery in practice. We ourselves are humbled and reenergised at this recovery. It is a vindication of the strong foundations on which the organisation is built. It is also a tribute to our employees at WeP who braved this enormous challenge and worked with dedication to give their best in these very trying times. It is also thanks to our customers who continued to repose their faith in us and our partners and other stakeholders who supported us during this period.

Looking Ahead with Confidence

Theodore Levitt, management thinker and author of 'Marketing Myopia' one of the most cited Harvard Business Review articles of all time once famously stated that "Businesses sometimes mistake Good Times for Good Management". WeP has shown that it can produce remarkable results even in the most challenging of times. We look forward to exciting times ahead, as we build our Digital Capabilities even further and work to Accelerate Digital Transformation in partnership with our Customers.

Chairman



Ram N Agarwal

Our Values

Our Attitude



CONSUMER PROACTIVE

Our Behaviour



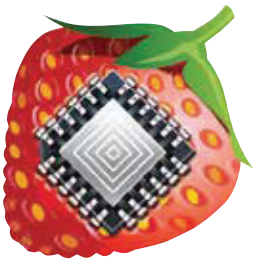
CONSISTENCY WITH INTEGRITY

Our Action



CUTTING EDGE SPEED

Our Delivery



YOUR TECH FANTASY



CONSUMER PROACTIVE

Like a pilot braving turbulence of the weather, we proactively follow social and technological trends to innovate consumer needs and desires



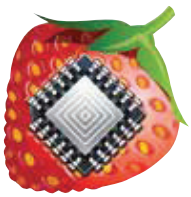
CONSISTENCY WITH INTEGRITY

As a water Lily blossoms like clockwork in any environment , we leverage the strengths of various businesses into converging focus through consistency with integrity, upholding human values.



CUTTING EDGE SPEED

With precision and speed like a laser beam, we innovate at the cutting edge of technology to surprise consumers with friendly products and services



YOUR TECH FANTASY

Like the fantasy of enjoying Strawberry, we deliver tech fantasy into consumer's mind, to make our business robust, sustainable and socially responsible.



Making Digital Transformation Work for our Customers

HYUNDAI

TATA CAPITAL
Count on us

kotak Life Insurance

Beriha's

AU SMALL FINANCE BANK
A SCHEDULED COMMERCIAL BANK

PEPSICO

LANDMARK GROUP

HDFC
WITH YOU, RIGHT THROUGH

Flipkart

MRF

Implementing Complete Procure-to-Pay Process for A Leading South Based Tyre Company

Procure-to-Pay Automation

Approval time reduced from many weeks to only 7 days

Executive Summary

WeP Digital helped the purchase department of the tyre company by implementing procure to pay automation which helped in reducing time taken in decision making process and allowing them to track the purchase requisition approval at various stages.

Challenges

1. **What process was followed earlier?**

   Earlier, all approval process was being done offline.

2. **What challenges were they facing?**

   - The PR approval cycle takes weeks, due to the requirement of sending the actual physical documents for approval and the approval happens at different physical locations.
   - No tracking available for approval status.
   - Managing physical documents through the approval process.

3. **What were their goals?**

   - Reduce approval turnaround time.
   - Automate the approval process.
   - Maintain audit trail.

Solution

Product - WeP DMS

- Implementation of complete Procure-to-Pay process with the help of workflows. All the approvals/review tasks are handled online.
- Workflows to handle all the HO and plant Approval Requests for any PR.
- Special approvals that happens through emails, is also uploaded and is made part of the Procure to Pay online approval process.
- User can see and track the PR approval status. In addition, audit trail is maintained for future compliance.

Results

- WeP DMS Workflow helped the company's Procure-to-Pay approval process become efficient, transparent, seamless, centralized and secure.
- The Approval process that would take weeks, now reduced to 7 days.
- Paper and courier cost eliminated.
- Tracking of documents made easy.



Simplifying GST Compliance for A Large Multinational Retail Group

Time spent reduced from 250+ minutes to just over 15 minutes with over 40% increase in savings on resources

GST Platform Services

Executive Summary

WeP Digital has helped simplify the GST process for A Large Multinational Retail Group with WeP GST ASP which helped in efficient management of multiple GSTINs through a single login, reduce effort and time in maintaining, filing, reconciliation of GST data and cut down the cost of resources tremendously.

Challenges

The entity initially banked on using GST offline tools and JSON downloads for all return filing and associated compliances. And the experience was very unpleasant.

- The staff involved in return filing tasks were burning the midnight oil to complete filings within targeted dates.
- The efforts were doubled due to the unstable and uncertain behaviour of GST portal in the initial times.
- Data downloads were not instant. And the most annoying fact was that the multiple JSON's generated in GST portal required consolidation before performing any further action.
- In spite of tremendous effort put in, it was found difficult to reconcile such huge volume of purchase data with GSTR-2A to claim input tax credit in accordance with provisions of the GST Act.

Solution

- User friendly ASP for efficient management of more than 70 GSTIN of 5 different PAN through a single login
- Meeting return filing due dates with ease were no more a nightmare. WEP ASP portal facilitated effortless uploading of voluminous GSTR-1data with specialized bulk upload feature. The uploads which required almost 4 hours of effort earlier are now done within a matter of 15-20 minutes. Even the error rectification process has become extremely simple with enhanced clarity
- Substantial reduction in time spent on reconciliation and determination of input tax credit
- Filing status track reports enabled quick follow up with suppliers for default / inconsistencies in filing
- Faster downloads of data

Results

- The Retail Group is able to efficiently manage all their GST data for over 70 GSTIN from 5 different PANs through one single login
- Uploading data on GST portal that would take almost 4 hours is now done in 15-20 minutes
- Time spent on reconciliation and determination of input tax almost reduced to zero
- Over 40% savings on amount spent on resources compared to earlier

Implementing complete Managed Print Services for A Multinational Food & Beverages Giant

Helped bring down costs and make printing more efficient for over 2,00,000 employees.

Managed Print Services

Executive Summary

The client required a resilient, cost-effective, scalable and managed printing environment to track all print accounting seamlessly. By selecting WeP's MPS with single window platform, they gained a responsive platform for managing print service, thereby making employees focus on business-critical activities. WeP's MPS also ensured devices are used at their optimum level and must deliver business process improvements that will increase productivity across organisation.

Challenges

Earlier, their printing system was managed by an OEM under FSS model (Pay-per-Click) and the admin printing was outsourced to local vendor along with paper in HO. They were facing problems in managing the printing environment and were unable to keep track of printing accounting— like paper cost, ink, printing charges, etc. — leading to high and frequent printing breakdown issue at their warehouses. Moreover, without keeping a track, it's obvious that the company's overall printing was getting wasted. They were witnessing these issues repeatedly because there was no proper management and a single dashboard view for printing and support. The client wanted a single dashboard for monitoring and managing all processes end-to-end. For approximately 2,00,000 employees, it was an important decision to opt for MPS solution.

Solution

Product: WeP MPS

- WeP's MPS helped The Food & Beverages Giant to achieve more than just cost savings to drive business value.
- WeP's MPS measures print loads and uses right-powered printer models, at the right nodes.
- Reducing cost of consumables, real estate footprint, spare stocks, and electric power and of the helpdesk team – reducing the Total Cost of printer network, installation and deinstallation costs.
- WeP provided a single dashboard with complete secured printing solution in HO like Password Printing, Follow-me Printing, Quota Management and MIS reporting.
- With approximately 2,00,000 employees, printing is crucial for their business and Wep's MPS is the most reliable one in accordance with their needs, particularly, in terms of SLA, Monitoring Printing Cost and Support.

Results

Implementing WeP's MPS, they benefitted in various ways. The management cost has been reduced, improving overall performance and allowing employees to focus on critical business services to increase productivity.

Simplifying Order Taking & Billing for A Rooftop Hotel & Restaurant

Cutting down billing time per order from minutes to seconds and helping keep track with ease

Retail Printers

Executive Summary

WeP Solutions has helped in smooth functioning of A Rooftop Hotel & Restaurant in Odisha making Order taking, Managing & Billing easy through WeP's BP Printers.

Challenges

The Restaurant initially relied on manual processes from order taking to billing that would involve a lot of their employees spending time looking into these things which they could otherwise use to serve their customers. The tedious process led to:

- Since they had to manually take orders and pass it on to the kitchen, then go to the billing counter and note it down and then raise a handwritten bill at the end, the process was taking a lot of time
- During busy periods at the restaurants, due to the large volume of orders, there was a lot of scope for errors from manually raised Kitchen Order Tokens
- Errors or confusions at the time of billing since they had to manually keep of track of the items being ordered at each table.

Solution

Product – WeP BP 2100 Printers

- Easy to use device for generating KOTs, bills and maintaining records
- Keeping track of different orders from each table is made easy
- Able to generate KOTs or bills within seconds, giving the employees more time to serve the customers
- Since the billing machine is connected to KOT printers, order reaches the kitchen directly within seconds, helped in cutting down time taken by manual process and reduced mix-ups in orders
- The owner of the restaurant is easily able to maintain records and keep track of the transactions each day

Results

- Reduced time taken from minutes to within seconds for order placing, generating bills & reporting
- Able to keep track of transactions from over 250+ orders each day
- Helped in smoother function by reducing human error in KOTs and order mix-ups

Successfully transformed data compliance for One of Top 3 E-commerce Companies in India with Employee Records Management System

Employee Records Management

Reducing time on document management from 2 hours to less than 2 minutes per day

Executive Summary

WeP Solutions Limited helped One of Top 3 E-commerce Companies in India in their digital transformation process by providing them with a secured Employee Records Management Solution, which resulted in increased productivity, data security, and compliance

Challenges

The e-commerce company managed their employee records through a third-party Document Management Solution and supplementarily had a physical copy of the documents, as per Government regulation. Despite having a third-party Document Management System within the organization, the company faced various challenges.

- Their existing solutions could not automate the document storage process and notification of missing records. It lacked flexibility and customisation of folders and sub-folders, which affected the digital adoption within the organization.
- The search was progressively becoming sluggish as more data was pushed into the system.
- The system did not support Metadata and Content-Based search
- The existing solution's user interface was so complicated that the company faced difficulty navigating through multiple menus.

The above challenges with the existing solution impacted the company's experience and influenced their decision to look out for another efficient solution.

What were their goals?

To facilitate smoother & secure employee records management, the company aimed at the following

- Efficient collection and tracking of employee records during the recruitment process
- Workflow automation for document storage and notifications on missing employee records
- Effortless retrieval of employee documents through Metadata and Content-Based search
- Avoiding possible breach of confidential data

Solution

The e-commerce firm's most significant challenge of collecting, tracking & handling employee documents during the recruitment process was taking a considerable time of 2-3 hours per day. This issue was solved with workflow automation and the employee records dashboard. The dashboard indicated the document's name and count, thus helping the HR comply with the employee records.

Besides, if an employee no longer works for the organization, the employee record documents would be needed to be moved to an inactive/archive folder automatically. This was made possible with WeP Employee Records Management workflow automation.

Even after the former employee's records are moved to an inactive folder, as per Indian regulation, there is an obligation to retain the employee documents. Depending upon the type of documents, the retention period is three years and above from the termination date. WeP's Employee Record solution ensured the company's former employee records and helped them comply with the HR policies and the regulations.

Advanced Search feature:

All documents and related Metadata, file name, content is stored in an elastic search engine. The inbuilt algorithm keeps track of the search's relevance for faster retrieval of data.

WeP Employee Records offered three different ways of advanced search!

- Metadata Deep Search – An advanced form of search using keywords.
- Content-Based search – Search any file/document based on the content within the files/documents.
- Filename Based Search – The traditional way of searching for a desired file/document with the given file's name.

  Seamless collaboration with employees & partners, easy integration with third-party applications made it more flexible!

Security

The e-commerce company's IT team felt comfortable as they understood the WeP Employee Records Management system had AES 256-bit encryption for file storage and offline file. File download was accomplished by sending encrypted files (AES 256-bit) through HTTPS. Document access permission was set at folder and subfolder level.

(Permission: Read, Edit, Hidden, and Full Control). As the e-commerce company used google for user management, WeP provided integration with SAML.

Results

WeP Employee Records Management System drastically reduced the time spent on data management from two to three hours per day to zero hours by completely automating the process. Data compliance of employee records was achieved through the dashboard, indicating any missing employee documents to HR. Thus, WeP's Employee Record Management System acts as a complementary to Human Resource Management Solution (HRMS) in managing company's employee records.

WeP Digital - Solutions for Digital Transformation

Procure-to-Pay Automation

Automation of Procure to Pay brings in true collaboration between multiple stakeholders both within and outside of the organisation. In addition, enforces compliance, transparency and helps in keeping tab on the quality and expenses.



Employee Records Management

Employee records is one of the confidential documents within the organisation, both for Legal and audit purposes. Maintaining consistency between paper records and digital records is crucial, to access these records as and when required. Employee Records Management system bringing in true paperless employee onboarding, tracking, managing & notifying during the onboarding phase.



Management of Change

Manages and tracks documents & approvals that supports best practice to control safety, health, and environment risks and hazards. The change could pertain to personnel, operation, or facilities.



Goods and Services tax

India's first technology enables indirect taxation system. Data Validation, Reconciliation, auto preparation of data, notifications and smart reports are few of the top GST automation feature helping indirect taxation personnel in organisations to meet their GST and audit compliance.



Managed Print Services

Printing is one such service, if left unchecked can lead to data breach, increased expense, and wastage, hampering employee productive and unwanted stress to IT and admin departments. Managed Print Services allows organization to focus on their core business, while they pay only for printed page, which is through secured access.



Moving Forward Even During Tough Times

At WeP, we did not let Covid-19 come in the way of our customers while ensuring full safety for our employees.

Ensuring safety for our employees

- Employees trained in Covid safety protocols and management of social distancing
- Insuring all employees under the Covid Kavach scheme
- Covered cost of vaccination for employees and their families up to Rs. 3,000.





Ensuring seamless service for our customers

- Minimal disruption in supply & service during the lockdown
- Complete support provided to Customers registered as Essential services so that they could help support frontline workers
- Location visits to install, repair and service Printers

















Directors' Report

Dear Members,

Your Directors are pleased to present 26th Annual Report and the Company's Audited Financial Statements for the Financial Year ended March 31, 2021.

Financial Performance

The Company's financial performance, both standalone and consolidated, for the year ended March 31, 2021 is summarised below:

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	2020-21	2019-20	2020-21	2019-20
Revenue from Operations	6,220.69	6,565.27	6,448.77	6,837.22
Other Income	54.84	98.62	46.14	89.61
Total Revenue	**6,275.52**	**6,663.89**	**6,494.91**	**6,926.83**
Profit / Loss Before Depreciation, Interest and Taxes	1,169.00	1,407.72	1,115.50	1,337.89
Finance Cost	133.78	129.21	139.43	133.51
Depreciation and Amortisation	1,089.96	1,272.02	1,100.30	1,290.31
Profit / Loss Before Tax	**(54.75)**	**6.48**	**(124.23)**	**(85.93)**
Provision for Tax	(7.98)	1.97	(12.80)	126.15
Other Comprehensive Income	3.32	0.78	3.23	0.10
Profit / (Loss) for the Year	**(43.45)**	**5.29**	**(108.20)**	**(211.98)**
Earnings Per Share (Equity share par value ₹ 10/- each) Basic / Diluted (₹ per share)	(0.18)	0.02	(0.42)	(0.81)

Consolidated Accounts

In accordance with the provisions of Companies Act, 2013 (hereinafter referred to as "the Act"), Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") and applicable Accounting Standards, your Company announces its consolidated financial statements on a quarterly basis. The Audited Consolidated Financial Statements of the Company for the financial year 2020-21, together with the Auditors' Report form part of this Annual Report.

Subsidiary Company

During Financial Year 2020-21, there has been no change in the Company's Subsidiary. During the year, the Board of Directors ('the Board') reviewed the affairs of the subsidiary. A statement containing the salient features of financial statements of subsidiaries / joint venture companies of the Company in the prescribed Form ***AOC – 1*** forms a part of Consolidated Financial Statements (CFS) in compliance with Section 129 (3) and other applicable provisions, if any, of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014 is included in this report as ***Annexure – III***.

The Company has in accordance with the amendments to Listing Regulations revised the Policy for determining material subsidiaries. The said policy may be accessed on the website of the Company at www.wepsolutions.co.in. As on 31st March 2021 the Company has no material Subsidiary Company.

The Board of Directors of the Company, at its meeting held on 13th February 2020 had approved a scheme of amalgamation ("Scheme") providing for the merger of its wholly owned subsidiary WeP Digital Services Limited ("Transferor Company") with WeP Solutions Limited ("Transferee Company") pursuant to Sections 233 (Fast Track Merger).

The Regional Director, South East Region, Hyderabad vide order dated 10th September 2020 rejected our application CP No.10/KAR/2020/Sec 233 of CA 2013/RD (SER) - Fast Track Merger on account of not meeting a technical requirement.

The Board of Directors of the Company, at its meeting held on 28th December 2020 considered and approved a scheme of amalgamation ("Scheme") pursuant to sections 230 to 232 and other relevant provisions of the Companies Act, 2013, providing for the merger of its wholly owned subsidiary WeP Digital Services Limited – ("Transferor Company") with WeP Solutions Limited ("Transferee Company").

The Hon'ble National Company Law Tribunal (NCLT), Bengaluru Bench had pronounced its order on the application filed in relation to the captioned Scheme of Amalgamation on 23rd March 2021.

As per the order a meeting of the Unsecured Creditors of the Company was held on 06.05.2021 at 10.00 AM and the Equity Shareholders Meeting was held on 06.05.2021 at 11:00 AM for the purpose of considering and, if thought fit, approving the proposed Scheme of Amalgamation. Subsequently the Company received the Scrutinizers' report for the Unsecured Creditors Meeting and Equity Shareholders Meeting and accordingly the resolution was declared as approved with requisite majority.

The Scheme will come into effect subject to necessary statutory and regulatory approvals including the approval from the Shareholders and Creditors of the Transferor and Transferee Company.

Management Discussion and Analysis Report

Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended is presented in a separate section forming integral part of this Annual Report.

Dividend and Reserves

Considering the necessity to conserve resources of the Company during this uncertain and difficult times due to Covid 19 pandemic, the Board of Directors of the Company have not recommended any Dividend for the Financial Year 2020-21.

Unpaid / Unclaimed Dividends and Transfer to Investor Education and Protection Fund

In accordance with the applicable provisions of Companies Act, 2013 read with Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all unclaimed dividends are required to be transferred by the Company to the IEPF, after completion of seven (7) years.

Further, according to IEPF Rules, the shares on which dividend have not been claimed by the shareholders for seven (7) consecutive years or more shall be transferred to the Demat account of the IEPF Authority.

Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred, under Section 124 of the Companies Act, 2013, to the Investor Education and Protection Fund ("IEPF"), established under Section 125 of the Companies Act, 2013. Further, pursuant to the provisions of Section 124 of the Act and IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The Members / claimants whose shares, unclaimed dividend, sale proceeds of fractional shares etc. have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in) along with requisite fee as decided by it from time to time. The Member / claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

The details of the unclaimed dividends are available on the Company's website at www.wepsolutions.co.in and Ministry of Corporate Affairs at www.mca.gov.in. Members are requested to contact Cameo Corporate Services Limited, "Subramanian Building" V Floor, No.1, Club House Road, Chennai – 600 002. Tel: +(91) (044) 28460390; Fax: +(91) (044) 28460129; E-mail: investor@cameoindia.com, the Registrar and Share Transfer Agents of the Company, to claim the unclaimed / unpaid dividends.

The said requirement does not apply of Court, Tribunal or Statutory Authority, restraining transfer of the shares.

The due date for transfer of unpaid dividend to Investor Education and Protection Fund (IEPF) is given in the Corporate Governance Report. The shareholders are requested to verify their records and claim their unclaimed dividends for the past years, if not claimed.

The details of the consolidated unclaimed / unpaid dividend details as required by the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, for all the unclaimed / unpaid dividend accounts outstanding as on 31st March 2021 in terms of the Ministry of Corporate Affairs Notification No.G.S.R 352(E) dated May 10, 2012 has been uploaded on the Company's website www.wepsolutions.co.in.

Share Capital

During the period under review the Company had issued 98,68,640 Equity Shares of Face Value of Rs. 10/- each for cash at par aggregating to Rs. 986.86 lakhs to the existing equity shareholders of our company on rights basis in the ratio of 3 equity shares for every 8 fully paid equity shares held by the existing shareholders on the record date, i.e. on March 12, 2021. The issue price of each equity share was 1 time to the face value of the Equity Share. The Issue opened on March 24, 2021 and closed on April 19, 2021. Final Net Subscription was 124.38% of Rights Issue Size after removing technical rejection cases.

Post allotment of Right Equity Shares the Paid-up Equity Share Capital of the Company stood at Rs. 36,18,50,120 consisting of 3,61,85,012 Equity Shares of Rs. 10/- each.

Public Deposit

During the year under review, your Company has not accepted any deposit within the meaning of Section 73 and 74 of the Companies Act 2013 read with the Companies (Acceptance of Deposit) Rules,2014 (including any statutory modification(s) or re-enactment(s) for the time being in force.)

Corporate Governance

Pursuant to Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended, your company adheres to all the Corporate Governance Code as prescribed by the Bombay Stock Exchange and Securities and Exchange Board of India (SEBI).

A detailed Corporate Governance Report is made a part of this Annual Report. A certificate from Practicing Company Secretary regarding Compliance of the conditions of Corporate Governance as stipulated in Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended is attached to this report.

Board of Directors

Company's Policy relating to appointment / re-appointment of Directors, Payment of Managerial Remuneration, Induction, Performance Evaluation and other related matters are as mentioned below:

A. Inductions

Pursuant to the recommendation of Nomination and Compensation Committee the Board of Directors of the Company passed a resolution on 28th May, 2021 approving appointment of Vandana Malaiya as an Additional Director in the capacity of Non-Executive, Independent Director of the Company subject to approval of the Shareholders at this Annual General Meeting.

Pursuant to the recommendation of Nomination and Compensation Committee the Board of Directors of the Company passed a resolution on 28th May, 2021 approving appointment of Shruti Agarwal as an Additional Director in the capacity of Non-Executive, Independent Director of the Company subject to approval of the Shareholders at this Annual General Meeting.

The Board of Directors of the Company passed a resolution on 15th June 2020 approving appointment of Sandeep Kumar Goyal as an Additional Director in the capacity of Executive Director of the Company designated as Whole

Time Director for a period of five years with effect from 1st July 2020. The Shareholders at the 25th Annual General Meeting held on 6th November 2020 had approved the appointment of Sandeep Kumar Goyal as the Whole Time Director.

B. Retirement by Rotation and Subsequent Re-appointment

Pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act 2013, one third of such of the Directors as are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every Annual General Meeting.

Dr. A. L Rao is liable to retire by rotation at the ensuing Annual General Meeting. Dr. A. L Rao has confirmed his eligibility and willingness to accept the office of the Director of your Company, if confirmed by the Members at the ensuing Annual General Meeting. In the opinion of your Directors, Dr. A L Rao has requisite qualifications and experience which would be useful for your Company and would enable him to contribute effectively to your Company in his capacity as the Director of your Company.

In accordance with the provisions of the Companies Act, 2013 read with the Rules issued thereunder, the Listing Regulations, as amended and the Articles of Association of the Company, the Independent Directors, Whole Time Director and the Managing Director of the Company are not liable to retire by rotation.

C. Re-appointment

Pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, Shankar Jaganathan was re-appointed at the 25th Annual General Meeting held on 6th November 2020 for the second term of 5 years w.e.f. 27th August, 2020.

In terms of the provisions of Section 149 of the Companies Act, 2013 and Rules framed thereunder, the Shareholders of the Company, at their Annual General Meeting held on 22nd September 2016, appointed G H Visweswara (DIN: 00662212) as Independent Director of the Company, for a period of five years w.e.f 22nd September 2016 not liable to retire by rotation.

The Board of Directors and Nomination and Compensation Committee, considering the expertise, experience and contribution made by G H Visweswara during the first term and based on his performance evaluation and approved his re-appointment as Independent Director for a period of 5 (five) years effective 22nd September 2021, subject to the approval of Shareholders at this Annual General Meeting.

Further as per the Regulation 17(1A) of the Listing Regulations, appointment or continuation of a Non-Executive Director after attaining age of 75 years also requires approval of Members of the Company by way of Special Resolution. G H Visweswara shall attain age of 75 (seventy five) years during the proposed second term and in view of the same, Board of Directors, recommends passing of Special Resolution for his continuation as Director.

D. Resignation of Director

During the year under review there was no resignation from any member from the Board.

E. Performance Evaluation of Director

Pursuant to the provisions of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, performance evaluation of the Board, its Committees and individual Directors was conducted.

A separate meeting of the Independent Directors was convened, which reviewed the performance of the Board as a whole, the Non-Independent Directors and the Chairman of the Company against the objectives set at the beginning of the year.

The Directors carried out the Annual Performance Evaluation of the Board, Committees of the Board and Individual Directors along with assessing the quality, quantity and timeliness of flow of information between the Company management and the Board to effectively and reasonably perform their duties.

F. Committees of the Board

The details of the powers, functions, composition and meetings of the Committees of the Board held during the year are given in the Report on Corporate Governance section forming part of this Annual Report.

G. Independent Directors' Declaration

Independent Directors have submitted a declaration that each of them meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

Further, there has been no change in the circumstances which may affect their status as 'Independent Director' during the year under review.

H. Familiarization Program for Independent Directors

Pursuant to Regulation 25(7) and Regulation 46(2) (i) of Chapter IV of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company conducts the 'Familiarization Program' when a new Independent Director joins the Board of the Company.

'Familiarization Program' provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand their roles, rights and responsibilities, Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time. The details of the 'Familiarization Program' have also been uploaded on the website of the Company at www.wepsolutions.co.in.

I. Statutory Disclosures

None of the Directors of your company are disqualified as per the provisions of section 164(2) of the Companies Act, 2013. Your Directors have made necessary disclosure as required under various provisions of section of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Directors' Responsibility Statement

Pursuant to the requirements under Section 134(5) of Companies Act 2013 with respect to the Directors' Responsibility Statement, it is hereby confirmed that:

a) In the preparation of the annual accounts for the Financial Year 2020-21, the applicable accounting standards had been followed and there are no material departures;

b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

d) The Directors had prepared the annual accounts on a going concern basis;

e) The Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and

f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Material Changes and Commitments

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial statements to which this financial statements relate on the date of this report.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings / Outgo

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 134(3) (m) of the Companies Act 2013 read with rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in **Annexure I** and is attached to this report.

Number of Meetings of the Board

The Board met Five times during the Financial Year 2020-21, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act 2013.

Extract of Annual Return

As required under Sections 92(3) and 134(3)(a) of the Act read with the Rule 12(1) of Companies (Management and Administration) Rules, 2014 (As amended), the extract of the Annual Return in form ***MGT 9*** for Financial Year 2020-21 is available on the Company's website at www.wepsolutions.co.in. The details forming part of the extract of Annual Return in Form ***MGT 9*** is given as ***Annexure-II***.

Credit Rating

During the year under review the Company has sustained its Long Term Credit Rating of BWR BBB Minus (Stable). The moderate credit rating of Triple B Minus (BBB-) awarded by M/s. Brickwork Ratings India Private Limited reflects the moderate degree of safety regarding timely servicing of financial obligations. The Company's short term credit rated as BWR A3 by M/s. Brickwork Ratings India Private Limited, has also been reaffirmed.

Corporate Social Responsibility Initiatives

Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable to the Company.

Particulars of Loans, Guarantees and Investments

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

Statutory Auditors and their Report

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules framed thereunder, M/s. N M Raiji & Co, Chartered Accountants, Mumbai (Firm Registration Number: 108296W) were appointed as the Statutory Auditors of the Company in the 21st Annual General Meeting of the Company until the conclusion of 26th Annual General Meeting.

The Report given by the Auditors on the financial statement of the Company is part of this Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review. The observations of the Auditor, together with notes to accounts referred to in the Auditors' Report are self explanatory and do not call any further explanation from the Directors.

Pursuant to the provisions of Section 139 of the Companies Act, 2013, M/s. N M Raiji & Co, Chartered Accountants, Mumbai (Firm Registration Number: 108296W) has completed the term period to act as the Statutory Auditors of the Company. In accordance with aforesaid provisions of the Act, the Board has recommended to the members for the appointment of M/s. Guru & Jana Chartered Accountant (Firm Registration No.: 006826S), as the Statutory Auditors of the Company for a period of two years from the conclusion of the 26th Annual General Meeting. M/s. Guru & Jana Chartered Accountant

(Firm Registration No.: 006826S), has confirmed their eligibility to act as the Statutory Auditors of the Company. The said resolution for the appointment of the Statutory Auditors forms part of the Notice of 26th Annual General Meeting.

Secretarial Auditor

Pursuant to the provisions of the Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed S Kannan and Associates, Practicing Company Secretary, Bengaluru (Firm Registration No.: S2017KR473100) to undertake the Secretarial Audit of your Company for the Financial Year 2020-21. The Secretarial Audit Report for the Financial Year ended 31st March 2021 in ***Form MR 3*** is presented in ***Annexure IV*** attached to this report. The Report does not contain any qualifications, reservation or adverse remarks or disclaimers.

Related Party Transactions

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business and that the provision of Section 188(1) of the Companies Act, 2013 are not attracted.

During the year under review, the Company has not entered into any Contract / arrangement / transactions with related parties will qualify as material in accordance with the policy of the Company on materiality of related party transactions.

Further, there are no material related party transactions during the year under review with the Promoters, Directors, and Key Managerial Personnel. Related Party Transactions are placed before the Audit Committee and the Board for review and approval on annual basis.

Form AOC 2 pursuant to clause (h) of Section 134(3) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014 is furnished in ***Annexure V*** attached to this report.

The Policy to determine materiality of related party transactions and dealing with related party transactions as approved by the Board of Directors is available on the Company's website www.wepsolutions.co.in.

Risk Management

The Company has a well-defined process in place to ensure appropriate identification and treatment of risks. The identification of risks is done at strategic, business, operational and process level. While the mitigation plan and actions for risks belonging to strategic, business and key critical operational risks are driven by senior leadership, for rest of the risks, operating managers drive the conception and subsequent action and mitigation plan.

As per the requirements of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 your company has constituted a Risk Management Committee to oversee the Risk Management efforts in your company. The details of Committee and its terms of reference including elements of risk as identified for the Company are set out in the Corporate Governance Report and Management Discussion and Analysis Report (MDA) forming part of this report.

The key strategic, business and operational risks which are significant in terms of their impact to the overall objectives of the Company along with status of the mitigation plans are periodically presented and discussed in the Risk Management Committee (RMC) meetings. Inputs from the Risk Management Committee are duly incorporated in the action plans. All significant risks are well integrated with functional and business plans and are reviewed on a regular basis by the senior leadership.

Internal Financial Control System and Adequacy

According to Section 134(5)(e) of the Companies Act 2013, the term Internal Financial Control (IFC) means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, safeguarding of company's assets, the prevention and detection of frauds and errors, the accuracy and completeness of accounting records and timely preparation of reliable financial information.

The Company's internal control systems are commensurate with its size and the nature of its operations. The Company has well placed, proper and adequate Internal Financial Control (IFC) which ensures that all assets are safeguarded and

protected and that the transactions are authorized, recorded and reported correctly. The Internal Auditors of the Company M/s. Gnanoba & Bhat, Chartered Accountants, Bengaluru independently evaluate the adequacy of internal controls and concurrently audit the majority of the transactions in value terms. Independence of audit is ensured by direct reporting of the Internal Auditors to the Audit Committee of the Board. During the year, the Internal Auditors have also been engaged for providing assistance in improving Internal Financial Control (IFC) framework.

Significant and Material Orders Passed by the Regulators or Courts

During the year under review, no significant material orders were passed by the Regulators or Courts or Tribunals impacting the going concern status and your Company's operations.

Statement of Deviation(s) or Variation(s) Pursuant to Regulation 32 of SEBI (Listing obligations and Disclosure Requirements) Regulations 2015

Pursuant to Regulation 32 of the SEBI LODR Regulations statement of deviation for the quarter and year ended 30th June 2021 on the utilization of proceeds of Rights Issue of the Company was placed before the Audit Committee in its meeting held on 30th July 2021 wherein the Audit Committee noted that there was no deviation as regards the utilization of funds from the Objects stated in the Letter of Offer for Company's Rights Issue and post its approval the same was submitted with the Stock Exchanges on 30th July 2021.

Employee Stock Option Plan

The Company has Employee Stock Option Plan 2011 and Employees Stock Option Plan 2016 which is administered by the Nomination and Compensation Committee for the benefit of employees. During the Financial Year 2020-21, there has been no change in the Employee Stock Option Plan 2011 and Employees Stock Option Plan 2016 of the Company. During the Financial Year 2020-21 no Equity Shares Options were exercised by the employees.

The Company, from time to time, provides share-based payments to its employees. These payments are provided in the form of stock options that can be exercised once the employee has completed specified service term with the Company. All share-based employee payments will be settled in Equity Shares. Pursuant to Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and as required under the Securities and Exchange Board of India Guidelines, the applicable disclosures as on 31st March 2021 is as tabulated below:

Particulars	ESOP Plan 2011	ESOP Plan 2016
Date of Shareholders' Approval	27th September 2011	22nd September 2016
Total number of Options approved under the scheme	6,00,000	6,00,000
Vesting Schedule		
On Completion of 12 months from the date of Grant of Options	30%	30%
On Completion of 24 months from the date of Grant of Options	30%	30%
On Completion of 36 months from the date of Grant of Options	40%	40%
Exercise Price	Rs. 10 per share	Rs. 10 per share
Exercise Period	5 Years from the date of vesting	5 Years from the date of vesting
Option movements during the year		
Options outstanding at the beginning of the year	1,37,600	2,60,000
Options granted during the year	-	-
Options Lapsed / Forfeited during the year	20,100	10,000
Options vested and available for exercise	-	-

Particulars	ESOP Plan 2011	ESOP Plan 2016
Options exercised during the year	-	-
Variations of terms of Options	None	None
Money realised by exercise of Options (Rs.)	-	-
Total number of Options in force as at the end of the year	**1,17,500**	**2,50,000**
Vested and available for exercise	1,17,500	1,20,500
Unvested	-	1,29,500

Vigil Mechanism / Whistle Blower Policy

Your Company's Vigil Mechanism provides a formal mechanism to the Directors and Employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of Directors and Employees who avail of the mechanism and also have provided them direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

During the year under review, no employee was denied access to the Audit Committee. During the Financial Year 2020-21, Company has received NIL complaint. The Whistle Blower Policy as approved by the Board of Directors is available on the Company's website www.wepsolutions.co.in.

Prevention of Sexual Harassment of Women at Workplace

The Company has in place a Prevention of Sexual Harassment Policy in line with requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy. Internal Complaints Committee has been set up across locations in India to redress complaints received regarding sexual harassment. The cases reported to such Committee are investigated by the respective Committee members and the detailed report thereon is presented to the Board of Directors on a regular basis.

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment of woman at workplace and to provide a platform for redressal of complaints and grievances against sexual harassment. During the Financial Year 2020-21, Company has not received any complaint on sexual harassment.

Research and Development

WeP has dedicated Research & Development team focused on Retail, Printer and Application Specific Printer products solutions. WeP R&D has complete in-house facility for executing projects from concept to product involving various engineering domains like Electro Magnetics, Power Electronics, Thermal and Vibration. WeP with rich experience in design and development of mechatronics products has delivered 320 varieties of products. WeP design team has delivered products that deal with dynamics of mechanical components and its behavioral study with electronics for all extreme conditions and adherence to the International Standards and Certifications. R&D team has executed several application specific printer projects for Voting Machine, Petrol Bunk, Retail Automation, Pharmacy and Dairy Segments.

Policies of Company

Your Company has posted the below mentioned policies on its website www.wepsolutions.co.in under the heading **'Investor Corner'**.

a) Code of Conduct for Directors and Senior Management Personnel.

b) Whistle Blower's Policy.

c) Prevention of Sexual Harassment Policy.

d) Related Party Transaction Policy.

e) Compensation Policy.

f) Risk Management Policy.

g) Internal Code for Prevention of Insider Trading.

h) Policy for Determining Material Subsidiaries.

i) Policy for Determining Materiality of Event or Information.

j) Policy for Preservation of Documents.

k) Familiarization Program for Independent Director.

Particulars of Employees

The information required pursuant to Section 197 of Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, shall be provided on request. The Company is not having any employee drawing remuneration exceeding the limits as specified under the Companies Act, 2013. The applicable disclosures as on 31st March 2021 pursuant to the provisions of Companies Act, 2013 is furnished in ***Annexure VI*** and is attached to this report.

Depository System

The Company's shares are tradable compulsorily in electronic mode. In India there are two depositories i.e. National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL). To facilitate trading in DEMAT form; Company has established connectivity with both the depositories. Currently about 96.60 % of the Issued Capital is held in electronic mode.

Listing Fees

The Company confirms that it has paid the Annual Listing Fees for the Financial Year 2020-21 to the Bombay Stock Exchange Limited (BSE).

The COVID-19 Pandemic

The year started amidst a strict nationwide lockdown in India with tough restrictions on economic activity and mobility. At that time, there was an unprecedented uncertainty about the eventual impact of the Covid-19 pandemic. This included meeting safety and health related challenges of its people, ensuring business continuity under lockdown and adapting the organisation to ramp-up operations as restrictions were gradually lifted. The Company continues to be fully aligned with government guidelines and best practices on safety, health and hygiene. The Company is actively monitoring the impact of the Covid-19 pandemic on its financial condition, liquidity, operations, suppliers, industry, and workforce. The extent to which Covid-19 impacts the operations will depend on future developments which remain uncertain. Besides this, no material changes and commitments have occurred after the close of the year till the close of this Report, which affects the financial position of the Company

Human Resources

As a part of company's drive to continue to nurture talent, your company has developed structured HR policies and programs in the area of resourcing, performance management system, and competency based training and development and talent management to support the current and future need of the organization. Your Directors take this opportunity to record their appreciation for the contribution of all employees of your company during the year.

Industrial Relations

Your company has always considered its workforce as its valuable assets and continues to invest in their excellence and development programs. Your company has taken several initiatives for enhancing employee engagement and satisfaction. Your company maintains healthy, cordial and harmonious industrial relation at all levels. The industrial relation in all respect to all other manufacturing facilities and divisions of your company is normal.

Green Initiative

Ministry of Corporate Affairs ("MCA") has announced "Green Initiative in Corporate Governance" by allowing paperless compliances by companies vide circular dated April 21, 2011 stating that a Company is in compliance with Section 20 of the Companies Act 2013, if the service of documents has been made through electronic mode.

Electronic Copies of the Annual Report 2020-21 and the Notice of 26th Annual General Meeting are sent to the members whose e-mail addresses are registered with Company / Depository Participant(s).

Acknowledgments

Your Directors wish to convey their gratitude at place on record their appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year.

Your Directors sincerely convey their appreciation to Customers, Shareholders, Vendors, Bankers, Business Associates, Regulatory and Government authorities for their continued support and cooperation.

For and on Behalf of the Board of Directors

Date: 30th July 2021
Place: Bengaluru

Ram N Agarwal
Chairman and Managing Director

Annexure I

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The statement giving the particulars relating to conservation of energy, technology absorption and foreign exchange earnings and outgo, as required in terms of Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is given below and forms part of the Directors' Report.

Disclosure of Particulars with respect to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo, as prescribed under Rule 8(3) of the Companies (Accounts) Rules, 2014.

A. Conservation of Energy:

The company's operations are energy intensive. However, significant measures are taken to reduce the energy consumption by using energy- efficient equipments. Conservation of energy is always on the "To Do" list at all levels of operations. Efforts are made in this direction on a continuous basis. The requirement of disclosure of particulars in this respect as prescribed to be furnished in **Form A (rule 2)** is not applicable and hence not provided.

However, the company has taken the following adequate measures to conserve the energy:

- Localized lighting in place of community lighting.
- Employees are habituated to switch off fans, lights during the lunch break and at close of office hours.
- Energy efficient and battery operated product releases.
- New design mandatory compliance for low power and energy star compliance.

B. Technology Absorption:

Efforts made in Technology absorption is stated as per **Form B** is given below:

1. Research and Development (R&D)

a. Specific Areas in which R&D activity is carried out by the Company:

a) Cloud design patterns for asynchronous messaging, availability, resiliency and data consistency.
b) Database design patterns Elastic pools, Partitioning and Data warehouse for large data processing.
c) Design and development of custom pipeline for multi system integration.
d) Design for dynamic scaling and highly available Infrastructure.
e) Security Design for Application, Network, Storage, Compute and identity.
f) Identity Management.
g) Networking Topologies.
h) Cloud Infrastructure Monitoring and Automation.
i) Machine learning and Cognitive services API.
j) Mobile Device Management.
k) Android POS Application development.
l) Mobile Application for Retail
m) Design & Development of Printers and Retail Billing Solutions.
n) Product Engineering Services for Application specific printers and electromechanical systems.
o) Wi-Fi, Ethernet, GSM / GPRS for remote management of billing devices.
p) Design & Development of ASIC / FPGA / SOC based systems.
q) Design compliance for EMI-EMC, ROHS & Energy Star.

b. Benefits derived as a result of above R&D:

a) API gateway platform release for enterprise application integration.

b) Digital Platform release for GST Tax Compliance, Ewaybill and Document Management Solutions.

c) Asynchronous Messaging platform for large data processing.

d) Infrastructure Monitoring and Automation integration for dynamic scaling and security.

e) First in India to launch POS connected device for GST compliance.

f) POS product release with UPI, Wallets and Card payment modes.

g) Retail Central Server and Client product solutions for multiple location chain shops

h) Retail and F&B software release for Android OS

i) Retail product variants design and development based on thermal and impact platform.

j) Retail Solutions for Application specific requirements like Dairy society, Pharmacy and F&B.

k) Application specific printers design and manufacturing for voting machine and Petrol dispenser Retail automation.

l) Self-reliance in print head design and development for Dot Matrix Printers. All in-house captive requirements are met with our own Print Heads.

m) High Speed printer release with Ethernet, Parallel and USB interfaces.

c. Future Plan of action:

a) Expansion of digital products portfolio for tax compliance, E-way bill, E-invoicing, Document Management and payment solutions.

b) Mobile device management platform applications.

c) Enterprise and mobile application for connected devices.

d) Expansion of Retail Products range and solutions with augmentation of features.

e) Expansion of GPRS, Ethernet connectivity application devices.

f) Retail Solutions for Billing machine and Smart phone connectivity.

g) Retail Smart solutions for service application model.

h) POS System development for Micro ATM and UID applications.

2. Technology Absorption, Adaptation and Innovation

i. Efforts in brief made towards technology absorption, adaptation and innovation technology demonstrations in the following areas were made towards absorption, adoption and innovation.

a) Cloud design patterns for big data processing, Asynchronous messaging and data management.

b) API Gateway Platform.

c) Payment Solutions integration.

d) Applications for Connected device.

e) Ethernet, GSM/GPRS Communication for remote management of printers.

f) Thermal Printer technology absorption for retail applications.

g) Retail Product Solutions for F&B, Wholesale, Pharmacy and Dairy Societies

h) Embedded system optimization for easy configurability and usability of retail products.

i) Adoption of variability and tolerance analysis for high precision parts design.

ii) Benefit derived as a result of above efforts

ii. Inspired by trends and the consumers' latent desires, we are proactively re-fashioning our R&D outlook to deliver consumer sensitivity in our product design and development. We have a dedicated Research & development team focusing on Digital Platform for tax compliance, Document Management, E-way bill, Invoicing and Payment solutions, Retail product solutions and Application Specific Printers. R&D team is equipped to meet the challenging demands, dynamic change requirements for developing customer centric technical solutions to deliver our customer promise of "TECH FANTASY".

iii. In case of imported technology (imported during the last five years reckoned from the beginning of the Financial year) following information be furnished: NA

3. Foreign Exchange Earnings and Outgo:

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflow:

(₹ in '000)

Particulars	Year ended 31st March 2021	Year ended 31st March 2020
Foreign Exchange Earnings	1,685.28	3,421.14
Foreign Exchange Outgo	2,10,874.49	1,46,665.40

Annexure II

Form MGT – 9

Extract of Annual Return as on the Financial Year ended on 31st March 2021

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

1	CIN	L72200KA1995PLC025617
2	Registration Date	1st March 1995
3	Name of the Company	WeP Solutions Limited
4	Category / Sub – Category of the Company	**Category:** Company Limited by Shares **Sub-Category:** Indian Non – Government Company.
5	Address of the Registered Office and Contact details	**Address:** 40/1 – A, Basappa Complex, Lavelle Road, Bengaluru 560 001. Karnataka **Contact Details:** **a) Telephone:** 9019915738 **b) Email:** investor@wepsol.in
6	Whether Listed Company (Yes / No)	Yes, Listed on Bombay Stock Exchange (BSE)
7	Name, Address and Contact Details of Registrar and Transfer Agent, if any	**Name:** Cameo Corporate Services Limited **Address:** #1, Subramanian Building, Club House Road, Anna Salai, Chennai 600 002. Tamil Nadu **Contact Details:** **a) Telephone:** 044 2846 0390 **b) Email:** investor@cameoindia.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

(All the business activities contributing 10% or more of the turnover of the Company shall be stated)

Sr. No.	Name and Description of main product / services	NIC Code of the product / services	% to total turnover of the Company
1	Manufacturing and Distribution of Computer Peripherals	3670	42.65
2	Managed Printing and Document Services	3670	56.33

III. PARTICULARS OF HOLDING,SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
1	**Name:** M/s. WeP Digital Services Limited **Address:** 40/1 A Basappa Complex Lavelle Road, Bengaluru 560 001.	U74900KA2015PLC080570	Subsidiary	100%	Section 2(87) of the Companies Act, 2013

IV. SHAREHOLDING PATTERN:

(Equity Share Capital breakup as percentage of Total Equity)

(i) Category-wise Shareholding

	Category of Shareholders		No of Shares held at the beginning of the year (01.04.2020)				No of Shares held at the end of the year (31.03.2021)				% Change during the year
			DEMAT	Physical	Total	% of Total Shares	DEMAT	Physical	Total	% of Total Shares	
A		**Promoters**									
	1	**Indian**									
		a) Individual / HUF	24,35,107	0	24,35,107	9.25	24,35,107	0	24,35,107	9.25	0.00
		b) Central Government	0	0	0		0	0	0		0.00
		c) State Government(s)	0	0	0		0	0	0		0.00
		d) Bodies Corporate	84,01,228	0	84,01,228	31.92	84,01,228	0	84,01,228	31.92	0.00
		e) Banks/FI	0	0	0		0	0	0		0.00
		f) Others (specify)	0	0	0		0	0	0		0.00
		Sub-total (A) (1)	**1,08,36,335**	**0**	**1,08,36,335**	**41.18**	**1,08,36,335**	**0**	**1,08,36,335**	**41.18**	**0.00**
	2	**Foreign**									
		a) NRI - Individuals	0	0	0	0	0	0	0	0	0.00
		b) Other - Individuals	0	0	0	0	0	0	0	0	0.00
		c) Bodies Corporates	0	0	0	0	0	0	0	0	0.00
		d) Banks/FI	0	0	0	0	0	0	0	0	0.00
		e) Any Other	0	0	0	0	0	0	0	0	0.00
		Sub-total (A) (2)	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0.00**
		Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	**1,08,36,335**	**0**	**1,08,36,335**	**41.18**	**1,08,36,335**	**0**	**1,08,36,335**	**41.18**	**0.00**
B		**Public Shareholding**									
	1	**Institutions**									
		a) Mutual Funds	0	0	0	0	0	0	0	0	0.00
		b) Banks/FI	0	0	0	0	0	0	0	0	0.00
		c) Central Government	0	0	0	0	0	0	0	0	0.00
		d) State Government(s)	0	0	0	0	0	0	0	0	0.00
		e) Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
		f) Insurance Companies	0	0	0	0	0	0	0	0	0.00
		g) FIIs	0	0	0	0	0	0	0	0	0.00
		h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
		i) Others (specify)	0	0	0	0	0	0	0	0	0.00
		Sub-total (B) (1)	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0.00**

	Category of Shareholders		No of Shares held at the beginning of the year (01.04.2020)				No of Shares held at the end of the year (31.03.2021)				% Change during the year
			DEMAT	Physical	Total	% of Total Shares	DEMAT	Physical	Total	% of Total Shares	
	2	**Non - Institutions**									
		a) Bodies Corporate									
		(i) Indian	24,48,663	40,000	24,88,663	9.46	24,05,686	40,000	24,45,686	9.29	-0.17
		(ii) Overseas	0	0	0	0	0	0	0	0	0
		b) Individuals									
		(i) Individual Shareholders holding nominal share capital upto Rs. 1 Lakh	31,28,896	6,26,474	37,55,370	14.27	32,44,504	6,10,251	38,54,755	14.65	0.38
		(ii) Individual Shareholders holding nominal share capital in excess of Rs. 1 Lakh	81,39,890	1,42,292	82,82,182	31.47	81,04,897	125021	82,29,918	31.27	-0.20
		c) Others (specify)									
		(i) Clearing Members	8,090	0	8,090	0.03	8,187	0	8,187	0.03	0.00
		(ii) Hindu Undivided Families	2,61,360	100	2,61,460	0.99	2,94,960	100	2,95,060	1.12	0.13
		(iii) Non Resident Indians	5,64,089	1,20,082	6,84,171	2.60	5,26,248	120,082	6,46,330	2.46	-0.14
		(iv) Trusts	0	101	101	0.00	0	101	101	0.00	
		Sub-total (B) (2)	**1,45,50,988**	**9,29,049**	**1,54,80,037**	**58.82**	**1,45,84,482**	**8,95,555**	**1,54,80,037**	**58.82**	**0.00**
		Total Public Shareholding (B)= (B)(1)+(B)(2)	**1,45,50,988**	**9,29,049**	**1,54,80,037**	**58.82**	**1,45,84,482**	**8,95,555**	**1,54,80,037**	**58.82**	**0.00**
C		**Shares held by Custodian for GDRs and ADRs**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0.00**
		Grand Total (A+B+C)	**2,53,87,323**	**9,29,049**	**2,63,16,372**	**100.00**	**2,54,20,817**	**8,95,555**	**2,63,16,372**	**100.00**	**0.00**

(ii) Promoters Shareholding:

Sr. No.	Shareholders Name	Shareholding at the beginning of the year (01.04.2020)			Shareholding at the end of the year (31.03.2021)			% Change in Shareholding during the year
		Number of Shares	% of Total Shares of the Company	% of Shares Pledged/ Encumbered to Total Shares	Number of Shares	% of Total Shares of the Company*	% of Shares Pledged/ Encumbered to Total Shares	
1	RNAWEP Investments Private Limited	32,60,403	12.39	0.00	32,60,403	12.39	0.00	0.00
2	WeP Peripherals Limited	40,90,361	15.54	0.00	40,90,361	15.54	0.00	0.00
3	wep solutions india limited	10,50,464	3.99	0.00	10,50,464	3.99	0.00	0.00
4	Ram N Agarwal	19,73,014	7.50	0.00	19,73,014	7.50	0.00	0.00
5	Sarita Agarwal	1,21,568	0.46	0.00	1,21,568	0.46	0.00	0.00
6	Suman Jain	3,40,525	1.29	0.00	3,40,525	1.29	0.00	0.00
	Total	**1,08,36,335**	**41.18**	**0.00**	**1,08,36,335**	**41.18**	**0.00**	**0.00**

*Note: *% of total shares of the Company under Shareholding at the end of the year is based on the Paid Up Capital as on 31st March 2021 i.e. 2,63,16,372.*

(iii) Change in Promoters' Shareholding:

Sr. No.	Particulars	Shareholding at the beginning of the year (01.04.2020)		Cumulative Shareholding during the year	
		Number of Shares	% of Total Shares of the Company	Number of Shares	% of Total Shares of the Company*
1	**RNAWEP Investments Private Limited**				
	At the beginning of the year	32,60,403	12.39	32,60,403	12.39
	At the end of the year			**32,60,403**	**12.39**
2	**WeP Peripherals Limited**				
	At the beginning of the year	40,90,361	15.54	40,90,361	15.54
	At the end of the year			**40,90,361**	**15.54**
3	**wep solutions india limited**				
	At the beginning of the year	10,50,464	3.99	10,50,464	3.99
	At the end of the year			**10,50,464**	**3.99**
4	**Ram N Agarwal**				
	At the beginning of the year	19,73,014	7.50	19,73,014	7.50
	At the end of the year			**19,73,014**	**7.50**
5	**Sarita Agarwal**				
	At the beginning of the year	1,21,568	0.46	1,21,568	0.46
	At the end of the year			**1,21,568**	**0.46**
6	**Suman Jain**				
	At the beginning of the year	3,40,525	1.29	3,40,525	1.29
	At the end of the year			**3,40,525**	**1.29**

**Note: % of total shares of the Company under Shareholding at the end of the year is based on the Paid Up Capital as on 31st March 2021 i.e.2,63,16,372.*

(iv) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.	Particulars	Shareholding at the beginning of the year (01.04.2020)		Cumulative Shareholding during the year	
		Number of Shares	% of Total Shares of the Company	Number of Shares	% of Total Shares of the Company*
1	**Wipro Limited**				
	At the beginning of the year	18,36,000	6.98	18,36,000	6.98
	At the end of the year			**18,36,000**	**6.98**
2	**Sharad Kanayalal Shah**				
	At the beginning of the year	15,02,359	5.71	15,02,359	5.71
	Purchased on 24-Jul-2020	141	0.00	15,02,500	5.71
	Sold on 12-Mar-2021	-45,000	0.17	14,57,500	5.54
	Sold on 19-Mar-2021	-57,500	0.21	14,00,000	5.32
	At the end of the year			**14,00,000**	**5.32**

Sr. No.	Particulars	Shareholding at the beginning of the year (01.04.2020)		Cumulative Shareholding during the year	
		Number of Shares	% of Total Shares of the Company	Number of Shares	% of Total Shares of the Company*
3	**Dipak Kanayalal Shah**				
	At the beginning of the year	10,17,917	3.87	10,17,917	3.87
	Purchased on 17-Apr-2020	2,083	0.00	10,20,000	3.88
	Purchased on 22-May-2020	463	0.00	10,20,463	3.88
	Purchased on 05-Jun-2020	2,000	0.00	10,22,463	3.89
	Purchased on 12-Jun-2020	537	0.00	10,23,000	3.89
	Purchased on 17-Jul-2020	7,000	0.02	10,30,000	3.91
	Purchase on 31-Dec-2020	5,000	0.01	10,35,000	3.93
	Purchased on 05-Feb-2021	38,833	0.15	10,73,833	4.08
	Purchased on 19-Mar-2021	25,200	0.01	10,99,033	4.18
	At the end of the year			**10,99,033**	**4.18**
4	**Rakesh M Bohra**				
	At the beginning of the year	3,37,305	1.28	3,37,305	1.28
	At the end of the year			**3,37,305**	**1.28**
5	**Deepak Aravamudha Chari**				
	At the beginning of the year	2,92,898	1.11	2,92,898	1.11
	At the end of the year			**2,92,898**	**1.11**
6	**Neka Dipak Shah**				
	At the beginning of the year	2,26,299	0.86	2,26,299	0.86
	Purchased on 31-Dec-2020	3,701	0.01	2,30,000	0.87
	At the end of the year			**2,30,000**	**0.87**
7	**Rhea Dipak Shah**				
	At the beginning of the year	2,24,970	0.85	2,24,970	0.85
	Purchased on 31-Dec-2020	5,030	0.02	2,30,000	0.87
	At the end of the year			**2,30,000**	**0.87**
8	**Sattva Developers Pvt. Ltd.**				
	At the beginning of the year	2,21,774	0.84	2,21,774	0.84
	At the end of the year			**2,21,774**	**0.84**
9	**Kewal Kumar Vohra**				
	At the beginning of the year	2,18,176	0.83	2,18,176	0.83
	At the end of the year			**2,18,176**	**0.83**
10	**P K Gopalkrishnan**				
	At the beginning of the year	1,89,260	0.72	1,89,260	0.72
	At the end of the year			**1,89,260**	**0.72**

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Particulars	Shareholding at the beginning of the year (01.04.2020)		Cumulative Shareholding during the year*	
		Number of Shares	% of Total Shares of the Company	Number of Shares	% of Total Shares of the Company
1	**Ram N Agarwal - Chairman and Managing Director**				
	At the beginning of the year	19,73,014	7.50	19,73,014	7.50
	At the end of the year			**19,73,014**	**7.50**
2	**Shankar Jaganathan - Independent Director**				
	At the beginning of the year	2,228	0.01	2,228	0.01
	At the end of the year			**2,228**	**0.01**
3	**Mythily Ramesh - Independent Director**				
	At the beginning of the year	14,040	0.05	14,040	0.05
	At the end of the year			**14,040**	**0.05**
4	**Dr. A L Rao - Non Executive Director**				
	At the beginning of the year	3,85,542	1.47	3,85,542	1.47
	At the end of the year			**3,85,542**	**1.47**
5	**Sandeep Kumar Goyal - Executive Director & CFO (KMP)**				
	At the beginning of the year	96,528	0.37	96,528	0.37
	At the end of the year			**96,528**	**0.37**
6	**Sujata Pratik Shaha – Company Secretary (KMP)**				
	At the beginning of the year	4,200	0.02	4,200	0.02
	At the end of the year			**4,200**	**0.02**

Note:

1. **% of total shares of the Company under Shareholding at the end of the year is based on the Paid Up Capital as on 31st March 2021 i.e. 2,63,16,372*
2. *The following Directors / Key Managerial Personnel (KMP) did not hold any Share during the Financial Year 2020-21.*

   H V Gowthama - Independent Director

   GH Visweswara - Independent Director

(vi) Indebtness:

(in ₹)

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year				
i) Principal Amount	11,28,55,120	Nil	Nil	11,28,55,120
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Total (i+ii+iii)	**11,28,55,120**	**Nil**	**Nil**	**11,28,55,120**
Change in indebtedness during the Financial Year				
Addition	1,87,80,710	Nil	Nil	1,87,80,710
Reduction	0	Nil	Nil	0
Net Change	**1,87,80,710**	**Nil**	**Nil**	**1,87,80,710**
Indebtedness at the end of the Financial Year				
i) Principal Amount	13,16,35,830	Nil	Nil	13,16,35,830
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil

(vii) Remuneration of Directors and Key Managerial Personnel:

A. Remuneration to Managing Director, Whole Time Director and / or Manager *(in Lakhs)*

Sr. No.	Particulars of Remuneration		Ram N Agarwal	Sandeep Kumar Goyal
			Managing Director	Executive Director & CFO (KMP)
1		Gross Salary		
	a	Salary as per provisions contained in section 17(1) of the Income-Tax Act,1961	Nil	56.76
	b	Value of perquisites u/s 17(2) of the Income -Tax Act,1961	Nil	0.22
	c	Profit in lieu of Salary u/s 17(3) of the Income - Tax Act,1961	Nil	-
2		Stock Option	Nil	-
3		Sweat Equity	Nil	-
4		Commission		
	a	As a % of Profit	Nil	-
	b	Others, specify	Nil	-
5		Others, specify	Nil	-
		Total	**Nil**	**56.98**

B. Remuneration to Other Director

Sr. No.	Particulars of Remuneration	H V Gowthama	G H Visweswara	Shankar Jaganathan	Mythily Ramesh	Dr. A L Rao	Total Amount (Rs.)
1	Fees for attending Board / Committee Meetings	1,50,000	2,10,000	1,90,000	1,40,000	1,30,000	8,20,000
2	Commission	0	0	0	0	0	0
3	Others (specify)	0	0	0	0	0	0
	Total	**1,50,000**	**2,10,000**	**1,90,000**	**1,40,000**	**1,30,000**	**8,20,000**

C. Remuneration to Key Managerial Personnel other than Managing Director / Manager / Whole Time Director

(in Lakhs.)

Sr. No.	Particulars of Remuneration		Key Managerial Personnel Sujata Pratik Shaha Company Secretary
1		Gross Salary	
	a	Salary as per provisions contained in section 17(1) of the Income-Tax Act,1961	7.01
	b	Value of perquisites u/s 17(2) of the Income -Tax Act,1961	0.00
	c	Profit in lieu of Salary u/s 17(3) of the Income - Tax Act,1961	-
2		Stock Option (Granted during the year)	-
3		Sweat Equity	-
4		Commission	
	a	As a % of Profit	-
	b	Others, specify	-
5		Others, specify	-
		Total	**7.01**

(viii) Penalties / Punishment / Compounding of Offences:

Sr. No	Type	Section of the Companies Act 2013	Brief Description	Details of Penalty/ Punishment/ Compounding Fees imposed	Authority (RD/ NCLT/ Court)	Appeal made, if any (give details)
A	**COMPANY**					
	Penalty	NIL	NIL	NIL	NIL	NIL
	Punishment	NIL	NIL	NIL	NIL	NIL
	Compounding	NIL	NIL	NIL	NIL	NIL
B	**DIRECTORS**					
	Penalty	NIL	NIL	NIL	NIL	NIL
	Punishment	NIL	NIL	NIL	NIL	NIL
	Compounding	NIL	NIL	NIL	NIL	NIL
C	**OTHER OFFICERS IN DEFAULT**					
	Penalty	NIL	NIL	NIL	NIL	NIL
	Punishment	NIL	NIL	NIL	NIL	NIL
	Compounding	NIL	NIL	NIL	NIL	NIL

Annexure III

FORM AOC – 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiaries / Associate Companies / Joint ventures

Part "A": Subsidiaries

1	Name of the Subsidiary	WeP Digital Services Limited
2	Reporting period for the Subsidiary concerned, if different from the holding Company's reporting period	1st April to 31st March
3	Reporting Currency and Exchange rate as on the last date of the relevant Financial Year in the case of Foreign Subsidiaries	INR
4	Share Capital	7,81,00,000
5	Reserves & Surplus	(9,11,10,665)
6	Total Assets	1,41,69,324
7	Total Liabilities	1,41,69,324
8	Investments	Nil
9	Turnover	2,37,87,465
10	Profit / Loss before Taxation	(69,48,459)
11	Provision for taxation	(4,82,643)
12	Profit / Loss after Taxation	(64,65,816)
13	Proposed Dividend	Nil
14	% of shareholding	100%

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

1	**Name of Associates / Joint Ventures**	Not Applicable
2	**Latest audited Balance Sheet Date**	Not Applicable
3	**Shares of Associate / Joint Ventures held by the company on the year end**	Not Applicable
	Number of Shares	Not Applicable
	Amount of Investment in Associates/Joint Venture	Not Applicable
	Extend of Holding %	Not Applicable
4	**Description of how there is significant influence**	Not Applicable
5	**Reason why the associate / joint venture is not consolidated**	Not Applicable
6	**Net worth Attributable to Shareholding as per latest audited Balance Sheet**	Not Applicable
7	**Profit / Loss for the year**	Not Applicable
	i. Considered in Consolidation	Not Applicable
	ii. Not Considered in Consolidation	Not Applicable

For and on behalf of the Board of Directors

H V Gowthama
Director

Ram N Agarwal
Chairman and Managing Director

Sandeep Kumar Goyal
Executive Director & CFO

Sujata Pratik Shaha
Company Secretary

Place: Bengaluru
Date: 30th July, 2021

Annexure IV

SECRETARIAL AUDIT REPORT

Form No. MR-3

For the financial year ended 31st March 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

WeP Solutions Limited,

40/1A, Basappa Complex, Lavelle Road,

BANGALORE

I have conducted the secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **WeP Solutions Limited** (herein after referred to as "Company") for the period from 1st April 2020 to 31st March 2021. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

It is pertinent to note here that in view of the Covid-19 situation and prevailing lockdown, it was not possible for the undersigned to visit the office of **WeP Solutions Limited** for physical verification of the documents, records, registers, minutes and such other related testimonials. In most of the cases, the Company officials had arranged to provide scanned copies of the desired documents and records. Hence, the Secretarial Audit could be conducted only based on the scanned documents provided and on the oral / verbal and electronic exchange of information by the officials of the Company. We were also largely dependent on the documents filed on line with the Stock Exchanges with which the shares of the company are listed and the filings made with the Ministry of Corporate Affairs and the Registrar of Companies, Karnataka.

Based on my verification of the documents provided by the company as stated above and also the information provided by the Company and its officers during the conduct of secretarial audit, I hereby report that, in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the scanned documents and other records provided by the Company for the financial year ended on 31st March 2021 according to the provisions of:

1. The Companies Act, 2013, (the Act) and the Rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) as amended up to the date of audit:
   a) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; regarding the Companies Act and dealing with client;
   b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
   c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
   d) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

f) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

g) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

h) The Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2018; and

i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

6. The Company has identified the following laws as applicable to them:

i. Employees Provident Fund and Miscellaneous Provisions Act, 1952

ii. Employees State Insurance Act, 1948

iii. Environment Protection Act, 1986 and other applicable environmental laws

iv. Indian Contract Act, 1872

v. Income Tax Act, 1961 and other related laws

vi. Payment of Bonus Act, 1965

vii. Payment of Gratuity Act, 1972 and such other applicable labour laws.

viii. The Information Technology Act, 2000

ix. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

x. The Central Goods and Service Tax Act, 2017, IGST and relevant State GST Acts

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws, Rules and Regulations to the Company. I have also examined compliance with the applicable clauses of the following:

a) Secretarial Standards issued by The Institute of Company Secretaries of India to the extend applicable as on the date of my audit.

The company has listed its securities with Bombay Stock Exchange (BSE) and the shares of the company are traded regularly.

During the period under the review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

(i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

(ii) Adequate notice is given to all directors to schedule the Board and other Committee meetings. Agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

(iii) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

(iv) There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

(v) During the audit period the company has no major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013, having major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

(vi) During the audit period there were no Public / debentures / sweat equity by the Company.

(vii) During the period under review, the Board of Directors of the Company, had approved a scheme of amalgamation ("Scheme") providing for the merger of its wholly owned subsidiary WeP Digital Services Limited ("Transferor Company") with WeP Solutions Limited ("Transferee Company") pursuant to Sections 233 (Fast Track Merger). However, The Regional Director, South East Region, Hyderabad vide order dated 10th September 2020 had not approved the Scheme on technical grounds.

(viii) Subsequent to the rejection of the Scheme of Amalgamation by the Regional Director, the Company has filed an application before the Hon'ble National Company Law Tribunal, Bengaluru Bench seeking approval for the Scheme of Amalgamation of its wholly owned subsidiary WeP Digital Services Limited ("Transferor Company") with WeP Solutions Limited ("Transferee Company") and the matter is pending for admission.

(ix) During the period under review, the Company had come out with a Rights Issue of 98,68,640 Equity Shares for cash at a price of ₹10/- per Equity Share aggregating to ₹986.86 Lakhs to the Eligible Equity Shareholders in the ratio of 3 Rights Shares for every 8 Equity Shares held on the Record Date i.e., March 12, 2021. The Rights Issue opened on March 24, 2021 and closed on April 19, 2021. The Rights issue was oversubscribed and 914 eligible applicants including renounces were allotted 98,68,640 equity shares on 26th April 2021. Equity shares issued through Rights Issue were pari passu with the existing equity shares and are listed on the stock exchange.

(x) During the period under review, Company has NOT allotted any equity shares through various ESOP Schemes to its employees and Directors.

(xi) During the audit period, there were no instances of:

a) Redemption buy back of securities

b) Foreign technical collaborations.

This report has to be read with our letter of even date which is annexed as ***Annexure-A*** and forms an integral part of this report.

For S KANNAN AND ASSOCIATES

S Kannan
Company Secretary
FCS No. 6261 / C P No.: 13016
Firm No. S2017KR473100
UDIN No. F006261C000720139

Place: Bengaluru
Date: 30th July, 2021

Annexure A

ANNEXURE TO SECRETARIAL AUDIT REPORT ISSUED BY COMPANY SECRETARY IN PRACTICE

To,

The Members,

WeP Solutions Limited,

40/1A, Basappa Complex, Lavelle Road,

BANGALORE

Our report of even date is to be read along with this letter.

a. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

b. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

c. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

d. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

e. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

f. We further report that, based on the information provided by the Company its officers, authorised representatives during the conduct of the audit, in our opinion adequate systems and process and control mechanism exist in the Company to monitor compliance with applicable general laws like Labour laws & Environment laws and Data protection policy.

g. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

For S KANNAN AND ASSOCIATES

S Kannan
Company Secretary
FCS No. 6261 / C P No.: 13016
Firm No. S2017KR473100
UDIN No. F006261C000720139

Place: Bengaluru
Date: 30th July, 2021

Annexure V

FORM AOC – 2

(Pursuant to clause (h) of Section 134(3) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014

This Form pertains to the disclosure of particulars of contract / arrangements entered into by the Company with related parties referred to in Section 188(1) of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

1. Details of contracts and arrangements or transactions not at arm's length basis:

1	Name(s) of the related party	Nil
2	Nature of Relationship	Nil
3	Nature of contract / arrangements / transactions	Nil
4	Duration of the contracts / arrangements / transactions	Nil
5	Salient terms of the contracts / arrangement / transactions including the value, if any	Nil
6	Justification for entering into such contracts or arrangements or transactions	Nil
7	Date of approval by the Board, if any	Nil
8	Amount paid as advances, if any	Nil
9	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	Nil

2. Details of material contracts or arrangement or transaction at arm's length basis:

1	**Name(s) of the related party**	**WeP Peripherals Limited**	**WeP Digital Services Limited**	**Elnova Private Limited**
2	Nature of Relationship	Promoter Company	Subsidiary Company	Subsidiary of the Promoter Company - WeP Peripherals Limited
3	Nature of contract / arrangements / transactions	Purchase of Goods and Services.	1. Purchase and Sale of Goods and services 2. Interest received on Loan 3. Investment made	Purchase of Goods and services
4	Duration of the contracts / arrangements / transactions	1st April 2020 to 31st March 2021	1st April 2020 to 31st March 2021	1st October 2020 to 31st March 2021
5	Salient terms of the contracts / arrangement / transactions including the value, if any	Purchase of Goods and Services (excluding taxes) – Rs. 37,66,990/-	a. Sale of Goods and Services – Rs. 19,69,390/- b. Interest received on Loan (Gross of TDS) - Rs. 1,33,458/- c. Investment made - Rs. 10,14,830/-	Purchase of Goods and Services – Rs. 4,00,000/-
6	Justification for entering into such contracts or arrangements or transactions	Purchase of Goods and Services.	1. Purchase and Sale of Goods and services 2. Interest received on Loan 3. Investment made	Purchase of Goods and services
7	Date of approval by the Board, if any	15th June, 2020	15th June, 2020	14th September, 2020
8	Amount paid as advances, if any	Nil	Nil	Nil

Note: Appropriate approvals have been taken from Audit Committee for related party transactions.

For and on Behalf of the Board of Directors

Place: Bengaluru
Date: 30th July, 2021

Ram N Agarwal
Chairman and Managing Director

Annexure VI

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The information required under Section 197 of the Companies Act, 2013 and the Rules made there-under, in respect of the employees of the company are as mentioned below:

a. The ratio of the remuneration of each Director to the median remuneration of the employees of the company for the Financial Year 2020-21:

Name of Director	Title	Ratio of Median Remuneration
Ram N Agarwal	Chairman and Managing Director	Nil
Sandeep Kumar Goyal	Executive Director & CFO	12.70
H V Gowthama	Independent Director	0.33
Shankar Jaganathan	Independent Director	0.42
Mythily Ramesh	Independent Director	0.31
G H Visweswara	Independent Director	0.47
Dr. A L Rao	Non – Executive Director	0.29

b. The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any in the Financial Year 2020-21:

Name of Director	Title	Ratio of Median Remuneration
Ram N Agarwal	Chairman and Managing Director	Not Applicable
Sandeep Kumar Goyal	Executive Director & CFO	7.90%
H V Gowthama	Independent Director	Not Applicable
Shankar Jaganathan	Independent Director	Not Applicable
Mythily Ramesh	Independent Director	Not Applicable
G H Visweswara	Independent Director	Not Applicable
Dr. A L Rao	Non – Executive Director	Not Applicable
Sujata Pratik Shaha	Company Secretary	5.00%

c. The percentage increase in the median remuneration of employees in the Financial Year 2020-21: Nil

d. The number of permanent employees on the rolls of company in the Financial Year 2020-21: 119.

e. The explanation on the relationship between average increase in remuneration and company performance:

On an average, employees received an increase of 10.5%. The average increase was comparatively high keeping inline the performance of the Company in order to retain talent in growing businesses. Further during the first half of the year, the company had made salary cut due to the pandemic situation and upon improvement in the business scenario in the second half restored the salary cut with performance linked hike in remuneration. The % hike does not consider the salary cuts made in between the year.

f. **Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:**

(₹ in lakhs)

Remuneration of Key Managerial Personnel (KMP) during the Financial Year 2020-21 (aggregated)	72.19
Revenue from Operations	6220.69
Remuneration (as % of Revenue)	1.16
Profit Before Tax (PBT)	(54.74)
Remuneration (as % of PBT)	NA

g. **Variation in the market capitalization of the Company, Price Earning Ratio as at the closing date of the current Financial Year and previous Financial Year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year:**

Particulars	Unit	As on 31st March 2021	As on 31st March 2020	Variation
Closing rate of Shares at Bombay Stock Exchange (BSE)	Rs.	14.40	14.90	(3.36)
EPS (Consolidated)	Rs.	(0.42)	(0.83)	(49.40)
Market Capitalization	Rs.	3789.56	3921.14	(3.36)
Price Earning Ratio	Ratio	NA	NA	NA

h. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

The average increase in Salaries of employees other than Managerial Personnel in 2020-21 was 10.5%. During the first half of the year, the company had made salary cut due to the pandemic situation and upon improvement in the business scenario in the second half restored the salary cut with performance linked hike in remuneration. The Managerial staff also had taken pay cut. After restoration the hike for the managerial remuneration was 7.9%. The % hike does not consider the salary cuts made in between the year.

i. **Comparison of each remuneration of Key Managerial Personnel against the performance of the Company:**

(₹ in lakhs)

Particulars	Managing Director	Executive Director & CFO	Company Secretary
Remuneration	NIL	56.98	7.01
Revenue	6220.69	6220.69	6220.69
Remuneration (as % of revenue)	NIL	0.92	0.11
Profit Before Tax (PBT)	(54.74)	(54.74)	(54.74)
Remuneration (as % of PBT)	NIL	NA	NA

j. **The key parameters for any variable component of remuneration availed by the Director:**

The remuneration payable to the Chairman and Managing Director is based on a percentage share of profit made by the Company. The variable remuneration of the Whole Time Director is based on the revenue and profit made by the company.

k. **The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year:** NA

l. **Affirmation that the remuneration is as per the remuneration policy of the Company:**

The Company affirms remuneration is as per the remuneration policy of the Company.

Management Discussion and Analysis

Investors are cautioned that this discussion contains statements that involve risks and uncertainties. Statements in this report on Management discussion and analysis relating to the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based upon certain assumptions and expectations of future events. Actual results could however differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand supply conditions, selling prices, raw material costs and availability, changes in government regulations and tax structure, general economic developments in India and abroad, factors such as litigation, industrial relations and other unforeseen events. The Company assumes no responsibility in respect of forward looking statements made herein which may undergo changes in future on the basis of subsequent developments, information or events.

1. Overview & Outlook

Global Scenario:

The COVID-19 pandemic caused the fourth worst global recession in the last century-and-a-half, surpassed only by the two World Wars and the Great Depression. It forced countries to go into lockdown over variable periods in order to control the spread of the virus. The pandemic distressed all, from large conglomerates to small businesses, leading to a contraction in the global economy by 3.3% in 2020. The impact was uneven across countries as each country was impacted based on their individual geographic, social, economic, and political factors. The advanced economies contracted by 4.7%, Emerging Market and Developing Economies (EMDE) contracted at a lower rate of 2.2%. Governments and central banks across the globe announced a slew of expansionary fiscal policies to cushion the impact. Several countries announced sizeable fiscal and financial sector counter pre-emptive measures to forestall the economic freefall.

Meanwhile, virus mutation and new outbreaks continue to be cause for concern. Even though high uncertainty remains about the future course of the pandemic, light at the end of the tunnel is increasingly being visible with the ongoing vaccination drives across the world that are reducing the frequency and severity of the infections. The fast adaption of business and consumers to post-pandemic life is also responsible for the overall stronger-than-anticipated rebound of the global economy across regions despite subdued mobility and the continued restrictions in parts of the world. However, emerging market economies and low-income developing countries have been hit harder and are expected to suffer more significant medium-term loss.

Indian Economy:

Compared to the global economies, Indian economy responded well and made a good rebound from one of the steepest falls in H1 of the FY 2020-21. After contracting by almost 8% in FY 20-21, according to the latest IMF projections, Indian economy is expected to grow at 9.5% (revised downwards from 12.5% in April 2021) in FY 21-22 and then moderate to around 7% in FY 22-23. The second wave that hit India in Q1 of FY 21-22 resulted in moderation of the growth forecasts of IMF in April 2021. The rise in cases in the near term along with the slow vaccination pace continue to the downside risks for the Indian economy.

Source – IMF & World Bank data.

2. Business & Industry Overview

WeP is primarily a Enterprise Services provider coupled with strong manufacturing capability of retail products and solutions. It has a strong Enterprise customer base, ranging from the MSME sector to the very large enterprise groups in the country. It also has a strong channel network for its products and services. As part of its Enterprise Services it provides Digital Services and Managed Printing Services to its customers. It also has a portfolio of Ricoh product and solutions for enterprise customers.

Managed Printing Solutions:

The office printing space has become an area of focus in the recent years as corporates looks to reduce costs and also ensure proper IT security standards are adhered to. Corporates no longer want a printing partner but a total printing solution expert for their offices. There is also a conscious effort in the last few years by the corporates to "reduce" printing and opt for digitizing processes. WeP MPS helps enterprises to optimize their print infrastructure and with the latest technological tools also help them to reduce wastage thereby reducing printing. It provides them with solutions which help organizations to print securely and also facilitate monitoring of costs.

Digital Services:

WeP digital is focused on providing enterprise customers a whole set of services which can provide efficiency in every aspect of their operations. It is working with customers to digitize there every internal and external process. While the customer has standalone options for each process, WeP Digital is focused on being a one stop shop as a Total Digital Solutions provider. The space provides enough scope for an Digital Services provider right from the digitization of records, record management, Process workflow automation, integration of processes, payment solutions, compliance management solution, tax filing etc. The list of opportunities is endless and there is an urgent need for a comprehensive digital solutions provider and WeP Digital is poised to fill in this void.

Retail Solutions & Printers business:

The Retail Solutions business of WeP aspires to deliver a tech oriented solution for the traditional retail business backbone of the Indian economy i.e. the local kirana and general store, small restaurants, bakery etc. This "unorganized" retail network is the bloodline of the Indian Retail. WeP's endeavor has been to become a partner of these unorganized players by digitizing their supply chain, billing, payments through its retail products and services. Adoption of technology will make this sector with their vast network and deep penetration a game changer for last mile delivery of services of any nature both for public and private enterprises. WeP has products and services perfectly suited for making this happen. WeP has also launched during the year products which are contact-less and Wifi enabled and a pressing need in the current scenario.

In addition to the retail products, WeP in FY 20, had signed up as a distributor for Ricoh Products and Solutions in India. Ricoh is a global enterprise with USD 18Billion in revenues and has a strong customer base in India. WeP has made significant progress on this business side in the second half of the year by establishing a network of partners across India.

3. Financial Performance

Revenue:

Your company has three revenues streams; Managed Printing Solutions (MPS) Service business, Digital Services business and the Manufacturing, Design and Distribution of Computer Peripherals business (Printers business).

Despite a tough Q1 of FY 21 wherein the company had 44% drop in revenues, the company bounced back and improved its performance in the next three quarters with 6% growth year on year. Overall revenue for the year dipped consequently by 6% for the full financial year from Rs.683Mn in FY 20 to Rs. 645Mn in FY 21.

The MPS services revenue dipped from Rs.422Mn in FY 20 to Rs. 328Mn in FY 21. The major drop in this revenue is due to the reduction in printing by corporates during the lock down period coupled with increased adoption of work from home. The business was significantly down in H1 and had recovered in the second half of the year. With the current trends of work from home and frequent lockdowns, this revenue stream will be under pressure both in short term and long term.

Revenue in the Printers business improved from Rs.201mn in FY 20 to Rs.265Mn in FY 21. The Printers business has the Retail Billing Solutions, Ricoh Products and traditional impact printer business. During the year, the company had supplied to a major dealer of Ricoh products in India on bulk basis with very low margin. This resulted in significant improvement of the revenue under this business.

The Digital services revenue for FY 21 was Rs. 29Mn as against Rs.34Mn in FY 20. Though the revenues from Digital business were not in line with expectations, WeP Digital now has a strong base of customers. With increased adoption of digitization fueled by the pandemic, this business is expected to grow. The business is focused on providing GST services and Document management solutions enterprise customers. A major portion of the business is operated through the wholly owned subsidiary WeP Digital Services Limited.

Operating Profit:

Despite the challenges due to the pandemic, during the year the Consolidated Earnings before Interest, Depreciation and Tax (EBITDA) of the company was Rs.112Mn in FY 21 as against Rs.134Mn in FY 20. The drop is EBITDA was primarily due to the pandemic impact largely in Q1 of the FY 20-21. The EBIT also was positive Rs.1.5Mn for the financial year ended 2020. Improvement in the margins for MPS business coupled with significant cost control measures helped the company improve its profitability post the Q1. The company made salary cuts for some of its employees and reduced its infrastructure costs relating to rent etc. Travel costs also reduced significantly due to restrictions and increased adoption of online meetings.

Net Working Capital:

The MPS operations are working capital intensive as it has to maintain supplies of spare parts and consumables across India for meeting customer service commitments. Further, since the customers are usually large corporates, public sector banks etc, there are receivables for the products supplied and services rendered. The company signed up for Ricoh products FY 20 and has procured finished goods for sale in Indian market. The overall working capital cycle slightly increased from 132 days in FY 20 to 157 days in FY 21. While the receivables days almost remained same from 73 days to 72 days, there was a major drop in creditors days from 122 days in FY 20 to 88 days in FY 21. The drop was due to reduction in procurement of devices which have a higher credit period. The inventory days also improved from 182 days to 173 days during the year. The company generated Operating cash flow of Rs.82Mn in FY 21 vs Rs91Mn in FY 20.

Ratios:

	FY 2020-21	FY 2019-20
Debtors Turnover Ratio	4.95	5.10
Inventory Turnover Ratio (on Cost of Goods sold)	2.15	2.04
Interest Coverage Ratio	0.12	0.38
Current Ratio	1.47	1.32
Debt Equity Ratio	0.34	0.28
Operating Margin Ratio	0.2%	0.7%
Net Profit Margin Ratio	-1.7%	-3.1%
Return on New Worth	-2.8%	-5.1%

Notes

a) Interest Coverge ratio has reduced due to higher interest outgo and reduced profitability during the year

b) The current year revenues have dipped slightly due to drop in turnover in the Q1 of FY 21. The impact of Q1 has resulted in drop in operating margin for the year as a whole.

c) The Current Ratio improved on account of higher inventory, lower payables and continued positive operating cash flows for the year.

4. COVID-19 Impact

COVID-19 started spreading world wide and in India during the period Jan to March 2020. On March 11, 2020, the World Health Organisation (WHO) characterized Covid-19 it as a pandemic.

Effective March 24, 2020, a country wide lockdown was enforced by the Government as its response to curtail the spread of Covid-19 in India. WeP as a company immediately activated its business continuity plan and took measures to both safeguard the interests of the company, employees and customers. Most of our employees were quickly asked to work from home. We continued to support our customers who are in the business of providing essential services during this period of lockdown to the extent permissible and possible. We also reached out to our customers and informed them about the measures that we have taken.

The increased adoption of Work from Home for employees, can significantly impact the printing demand in the short run if not also in long run. The increased travel restrictions, supply chain constraints, pricing pressures, cash flow cycle disruptions can cause financial difficulties for our customers.

The Covid Second wave that hit India during March 2021 and is still continuing its impact in some of the parts of India has clawed back the growth momentum achieved in latter part of the previous year. This has also reinforced the fact that the impact of this pandemic is still uncertain in the periods going forward. Optimism of Vaccination coupled with rising fear of mutants is not giving a sense of confidence in the near term. While the company focusses on ensuring that our customers are serviced on time and regularly and safety of its employees is paramount, one thing is certain that the future strategy of the company has to factor these risks.

5. Internal Control Systems and their adequacy.

The Company has in place adequate internal control systems commensurate with its size and nature of its operations. The IFC framework devised by the company have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, safeguarding Company's assets, promoting operational efficiencies and ensuring compliance with various statutory provisions.

The company has appointed M/s Gnanoba & Bhat, Chartered Accountants to oversee and carry out the internal audit of its activities. The Audit Committee reviews the adequacy of internal control systems, audit findings and suggestions. The Company's statutory auditors regularly interact with the Audit Committee to share their findings and the status of further improvement actions under implementation.

6. Human resource development / Industrial relations

WeP's people centric focus providing an open work environment and fostering continuous learning, improvement and development helped its employees to facilitate delivery of excellence for its customers. WeP believes that success of any company lies in making the customers happy and satisfied. The human resources strategy enabled the company to attract, integrate, develop and retain the best talent required for driving the business growth. The company has created a Performance driven environment with all employees having identified Key result areas directly aligned with the business results. Talent Transformation and Leadership development have been the key focus areas over the last few years. Company believes in nurturing internal talent to leadership positions and provides an environment of adequate training, cross functional team assignments to aid them.

During the last year the company had taken several steps in order to ensure that the employees are able to cope with the pandemic. Proactive communication to employees in educating them about the precautions to be taken for preventing Covid-19. With an objective to help employees, WeP had taken Covid specific insurance cover for its employees. It has provided support to the employees and their family members who were impacted by Covid 19. Your company also gave flexible working hours and work from home options to all its employees.

The company also recognized all field employees and enabled them to serve the customers during these testing times.

SWOT ANALSYS

We appreciate the market realities, stiff competition faced by your company mostly from the unorganized and local service providers. And your Board acknowledges the following major SWOT analysis more specific to your company.

Strengths:

1. Large base on Enterprise Customers using the Managed Printing Solutions and services.
2. Direct relationship with major OEM like Ricoh, a global enterprise, that can add to its MPS and Digital services and solutions offerings.
3. Comprehensive Digital Services Provider with variety of Digital Solutions like GST Services, Document Management Solutions etc
4. Ability to develop customized printing and billing solutions for various applications both on device and non-device based platforms.
5. Scalable infrastructure with pan India presence, wide geographical reach and strong operational expertise.
6. Long standing relationships with Customers and Technology partners.

Weaknesses:

1. Dependency on products manufactured by other OEM's for providing solutions in MPS business.
2. Inability to develop in-house technical expertise quickly to move up the value chain in MPS business.
3. Dependency on product owners in case of few digital solutions provided by the company.
4. Inability to retain key resources and attract talent due to lack of substantial revenue growth.

Opportunities:

1. Cross selling of Digital services in large base of Enterprise Customers of MPS.
2. Established customers and market for Ricoh products and solutions in India.
3. Uniquely positioned to provide one stop source of Digital Services.
4. Changes in regulatory and economic environment fuelling the need for printing and document management solutions.
5. Increasing number of customers looking for expert partners to manage their non-core needs vis a vis their core business.

Threats:

1. Increased adoption of Work from Home for offices due to the current pandemic situation can impact office printing.
2. Constant regulatory changes in the GST landscape can impact the potential of the Digital business.
3. Assets under deployment in MPS business are reaching their cycle of replacement, thereby creating a pressure on the Investment plans of the company.
4. Significant revenues of the company are from the Banking, Financial Service and Insurance(BFSI) Segments. Any direct or indirect impact on the BFSI industry can impact the revenues of the company.
5. As the company is largely dependent on imports for its supply of printers, consumables and spares, rupee depreciation impacts the margin of the company significantly.

Risk Management Process:

The company has an established sound risk management process which is overseen by the Risk Management Committee of the Board through a structured framework. Strategic, Operational and Business risks are identified and appropriate mitigating action plans are put in place by the company. They are reviewed periodically.

The following risks are identified as key risks by the company. The mitigating steps taken to counter them are also outlined below.

Revenue Concentration:

The company has concentration of revenue coming in from industry segments like Banking, Financial services and Insurance. Further, a few customers also contribute to a fair share of the revenue for the company. Such concentration exposes the company to a risk inherent in that segment or for a particular customer.

Mitigants:

We have adopted prudent norms based on which we monitor and prevent undesirable concentration in geography, industry or customer. The quest for diversified activities within the existing realm of overall management after due consideration of the advantages and disadvantages of each activity in consistent with company policy of increasing business volumes with minimum exposure to undue risks. Concentration of revenue from any particular segment of the industry is sought to be minimized over the long term by careful extension into other activities, particularly in areas the company has some basic advantage such as availability of land, technical or manpower resources.

Inventory Obsolescence Risk:

The company needs to maintain printers for a period of more than 48 months. These models are constantly upgraded by the principal suppliers. However the company needs to maintain adequate stocks of spares and toners at all its customer locations in order to meet the customer requirements. These spares may or may not be used. This leads to a risk of us maintaining obsolete stocks. At times we are required to maintain inventory for demo equipments, replacement for repairs and normal distribution stocks. Your company faces the risk of obsolescence in the event of not being able to sell or deploy the above stocks.

Mitigants:

Your company is conscious of these risks and tracks and monitors its inventory at regular intervals to minimize obsolescence. Your company continuously monitors the stock levels of such items and ensures they are within the reasonable limits.

Industry Risk:

Your company is facing stiff competition from other players who are both organized large brand owners and unorganized local players. This competition forces the company to cut down its margins and reduce price for its products and services for both the existing customers and new potential customers.

Mitigants:

Your company has put in a focused approach towards monitoring all such competitive activities. Your company reviews its customer relationship strategy periodically and keeps providing innovative and new solutions. Your company is also focusing on moving up the value chain at the customer by providing Document Management solutions. Your company believes in providing value to the customers and has put in a dedicated team to manage the existing and new customers.

Foreign Exchange Risks:

A good amount of import of stock is done in order to meet the consumables, spares and printer requirement. The time involved from the date of order, receipt of the stock from the vendor, supply to the customer has remained in the range of 30 to 45 days. Further, the credit period from the vendor is an average period of 45 to 60 days. This time lag is potential enough to affect the profitability of company due to fluctuation in the currency exchange rate.

Mitigants:

Company has a defined policy for managing its foreign exchange exposure. The management reviews the hedging policy on a quarterly basis and takes appropriate decision from time to time in order to minimize the impact of such volatility.

System Risks:

These risks relate broadly to System capability, System reliability, Data integrity risks, coordinating and interfacing risks.

Mitigants:

IT department maintains repairs and upgrades the systems on a continuous basis with personnel who are trained in software and hardware. Password protection is provided at different levels to ensure data integrity. Licensed software is being used in the systems. The Company ensures “Data Security”, by having access control / restrictions.

Report On Corporate Governance

(Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Company's Philosophy on Corporate Governance

Corporate Governance refers to a combination of laws, regulations, procedures, implicit rules and good corporate practices which ensure that a company meets obligations to optimize shareholders value and fulfill its responsibilities to the community, customers, employees, Government and other segments of society. Emphasizing on transparency, empowerment, accountability and integrity are essential ethics for a good corporate citizen.

The Company has established systems and procedures to ensure that its Board of Directors are well informed and well equipped to discharge its overall responsibilities and to provide the management with the strategic direction catering to exigency of long term shareholders value.

Your company is fully aware of its responsibilities towards its stakeholders and the benefits of being a good corporate citizen. Our business modules are revolving around the core values of excellence, integrity, responsibility, accountability, innovative, law abiding and empowerment.

A report on Compliance with the principles of Corporate Governance as prescribed by SEBI in Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is as mentioned below:

Board of Directors

Over a period of time, the Board has fostered a culture of leadership to sustain your Company's growth with a long term vision and ingenious policy to improve the degree of Corporate Governance. A strong Corporate Governance is the key to business sustainability. The Board, inter alia, focuses on strategic planning, risk management, compliance, corporate governance to maintain high standards of ethical conduct and integrity and succession planning for the Directors.

Composition of the Board as on 31st March 2021

As on 31st March, 2021 the Board consists of Seven Directors. Besides the Chairman and Managing Director, the Board comprises of four Independent Directors including one Woman Independent Director, One Non–Executive Director, and One Executive Whole Time Director. The composition of the Board as on 31st March 2021 is in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended as well as the Companies Act, 2013 read with the Rules issued thereunder. This appropriate composition of the Board of Directors enables in maintaining the Independence of the Board and separates its functions of governance and management. Detailed profile of each Director is available on the website of the Company at www.wepsolutions.co.in in the *'Investor Corner'* section.

Composition of the Committees as on 31st March 2021

The Board has constituted various committees with an optimum representation of its members and has assigned them specific terms of reference in accordance with the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended. These committees hold meetings at such frequency as is deemed necessary by them to effectively undertake and deliver upon the responsibilities and tasks assigned to them.

As on 31st March 2021, the Company has four Board Level Committees viz., Audit Committee, Nomination and Compensation Committee, Risk Management Committee, and Shareholders / Investors' Grievance cum Share Transfer Committee.

The Board along with its Committees provides leadership and guidance to the Company's Management and directs, supervises and controls the performance of the Company.

Number of Meetings

a. Board Meeting:

During the Financial Year 2020-21, Five Meetings of the Board of Directors were held on 15th June 2020, 14th September 2020, 6th November 2020, 28th December 2020 and 29th January 2021, and the maximum gap between two meetings did not exceed four months as stipulated in Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended. The Board meets at least once in a quarter to review the quarterly financial results and other items on the Agenda. Additional meetings are held to address specific needs of the Company. In case of any exigency / emergency, resolutions are passed by circulation. The agenda papers along with notes and other supporting(s) were circulated in advance of the Board Meeting with sufficient information.

b. Annual General Meeting:

The last Annual General Meeting (AGM) of the Company was held on 6th November 2020, through Video Conference ("VC") / Other Audio-Visual Means ("OAVM"). Seven Directors including the Chairman of the Audit Committee, Chief Financial Officer, Company Secretary and Statutory Auditor - Vinay D Balse attended the 25th Annual General Meeting held on 6th November 2020.

Directors' Attendance Record and their Other Directorships / Committee Memberships

As mandated by Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, none of the Director is a member of more than ten Board level committees or Chairman of more than five committees across all companies in which he is a Director. Composition of the Board of Directors of the Company and other Directorship(s)/ Committee Membership(s) / Chairmanship(s) as on 31st March 2021 and number of meetings held during their tenure and attended by them is as mentioned below:

The attendance of Directors at the Board Meetings held during the year ended March 31, 2021 and at the last Annual General Meeting and the Directorship, Chairmanship and Membership in Committees of the Directors in other companies as on March 31, 2021:

Name of the Director	Category	No of Board Meetings during the year 2020-21		Whether attend the last AGM	Number of other Directorship and Committee Membership / Chairmanship		
		Held	Attended		Committee Membership	Committee Chairmanship	Other Directorships
Ram N Agarwal	Chairman and Managing Director	5	5	Yes	3	0	5
H V Gowthama	Independent Director	5	5	Yes	-	1	1
Shankar Jaganathan	Independent Director	5	5	Yes	1	1	3
Mythily Ramesh	Independent Director	5	5	Yes	1	1	3
Dr. A L Rao	Non– Executive Director	5	5	Yes	2	-	7
G H Visweswara	Independent Director	5	5	Yes	2	1	1
Sandeep Kumar Goyal	Executive Director & CFO	5	5	Yes	-	-	3

Note: Video / Teleconferencing facilities are used for the Board Meetings and Committee meetings.

Every Director has personally attended at least one Board / Committee of Directors' Meeting in the Financial Year 2020-21.

Certificates have also been obtained from the Independent Directors confirming their position as Independent Directors on the Board of the Company in accordance with Section 149 of the Companies Act, 2013 read with Regulations 16(1)(b) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

Board Procedures

The dates for meetings of the Board of Directors and its Committees are scheduled in advance. Board Members are given agenda papers along with necessary documents and information in advance of each meeting of the Board and Committee(s). However in exigencies or urgencies, few resolutions are passed by way of circulation. The Board periodically reviews the compliance report with respect to laws and regulations applicable to the Company. The recommendations of the Committees are placed before the Board for necessary approvals. The information as enumerated in Regulation 17 and Part A of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is made available to the Board of Directors for discussion and consideration.

Evaluation of the Board Effectiveness

In terms of applicable provisions of the Companies Act 2013 read with rules framed thereunder and Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and on the recommendations of the Nomination and Compensation Committee, the Board of Directors have put in place a process to formally evaluate the effectiveness of the Board, its Committees along with the performance evaluation of each Director to be carried out on an annual basis. Accordingly, the Annual Performance Evaluation of the Board, its Committee and each Director was carried out for the Financial Year 2020-21.

Selection / Appointment of Directors

The Board is responsible for selection of new directors. The Board delegates the screening and selection process involved in selecting new directors to the Nomination and Compensation Committee. The Nomination and Compensation Committee in turn makes recommendations to the Board on the inclusion of any new director.

The Committee inter-alia, considers qualification, positive attributes, area of expertise and number of directorships and memberships held in various committees of other companies by such person. The Board considers the Committee's recommendation, and takes appropriate decision.

Independent Directors

The Company has on its Board, Independent Directors who have brought in independent judgment to Board's deliberations including issues of strategy, risk management and overall governance. They have played a pivotal role in safeguarding the interests of all stakeholders. Every Independent Director, at the first meeting of the Board in which he / she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he / she meets the criteria of independence as provided in Companies Act 2013, Schedule V and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended.

Tenure of Independent Director

The tenure of the Independent Directors is fixed in accordance with the requirements laid down in the Companies Act 2013 and clarifications / circulars issued by the Ministry of Corporate Affairs, in this regard, from time to time.

Formal Letter of appointment to Independent Directors

In line with requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended, the Company has issued formal letters of appointment to all the Independent Directors. A sample letter of appointment is available on the website www.wepsolutions.co.in.

Performance Evaluation of Independent Directors

Pursuant to the provisions of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended, performance evaluation has been done of the Board, its Committees and individual Board members, including Independent Directors excluding the Director being evaluated. On the basis of the performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, whenever their respective term expires.

Separate Meeting of the Independent Directors

The Independent Directors of the Company met separately without the presence of Non-Independent Directors and the members of management. The meeting was conducted to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company.

In accordance with Regulation 25(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended, following matters were, inter-alia, discussed in the meeting:

a) Performance Evaluation of Non-Independent Directors and Board as a whole against a set of pre-defined norms.

b) Performance Evaluation of the Chairperson of the Company against the objectives set at the beginning of the year.

c) Assessment of the quality, quantity and timeliness of flow of information between the Company's Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Familiarization Programme for the Independent Directors

Pursuant to Regulation 25(7) and Regulation 46(2) (i) of Chapter IV of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended, the Company conducts the 'Familiarization Program' when a new Independent Director joins the Board of the Company.

The Company conducts 'Familiarization Programme' for the Independent Directors to provide them an opportunity to familiarize with the Company, its management and its operations so as to gain a clear understanding of their roles and responsibilities and contribute significantly towards the growth of the Company. They have full opportunity to interact with Senior Management Personnel and are provided all the documents required and sought by them for enabling them to have a good understanding of the Company, its various operations and the industry of which it is a part. The details of the 'Familiarization Program' have also been uploaded on the website of the Company at www.wepsolutions.co.in.

Materially significant Related Party Transaction:

During the year, there are no materially significant related party transactions with the company's promoters, directors, the management and their relatives that may have potential conflict with the interest of the company at large.

There were no instances of non-compliance by the company nor have any penalties, strictures been imposed on them by Stock Exchange or SEBI or any other Statutory Authority during the last year on any matter related to capital market.

All the mandatory requirements specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended have been complied with.

Committees of the Board

As on 31st March 2021, the Company has four Board Level Committees:

A. Audit Committee

B. Nomination and Compensation Committee

C. Risk Management Committee

D. Shareholders / Investors' Grievance cum Share Transfer Committee

The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference for members of various committees. To align with the requirements prescribed for such Board Committees under the provisions of Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Board of Directors amended the terms of references; wherever required of the Audit Committee, Nomination and Compensation Committee, Risk Management Committee and Shareholders / Investors' Grievance cum Share Transfer Committee.

Details on the roles and composition of these committees, including the number of meetings held during the financial year and the related attendance are mentioned below:

The Board committees are set up to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. Minutes of proceedings of committee meetings are circulated to the directors and placed before Board meetings for noting. The Board has currently established the following Committees:

A. Audit Committee:

The role of the Audit Committee is governed by its Charter and its composition is in Compliance with the provisions of Section 177 of the Companies Act 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

Composition of the Committee

As on 31st March 2021, the Audit Committee comprises of Three Directors. Chairperson of the Audit Committee is an Independent Director. During the Financial Year 2020-21, the Audit Committee meetings were held on 15th June 2020, 14th September 2020, 6th November 2020, 29th January 2021. The gap between any two meetings did not exceed four months. The Composition of the Audit Committee of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the Financial Year 2020-21 is as mentioned below:

Name of the Member	Category	No. of Meetings	
		Held	Attended
H V Gowthama – Chairperson	Independent Director	4	4
Shankar Jaganathan – Member	Independent Director	4	4
G H Visweswara – Member	Independent Director	4	4

Members of Audit Committee possess financial, accounting expertise and exposure. The Committee invites the CFO, Company Secretary, Statutory Auditor and the Internal Auditor to attend the meetings of the Committee. The Chairperson of the Audit Committee was present at the 25th Annual General Meeting (AGM) held on 6th November 2020 to answer shareholders queries.

Powers of Audit Committee

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

The Audit Committee is empowered, pursuant to its terms of reference and its role, inter-alia includes the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment and if required the replacement or removal of the Statutory Auditor and the fixation of Audit Fees.
3. Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.

4. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
    a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
    b. Changes, if any, in accounting policies and practices and reasons for the same.
    c. Major accounting entries involving estimates based on the exercise of judgment by management.
    d. Significant adjustments made in the financial statements arising out of audit findings.
    e. Compliance with listing and other legal requirements relating to financial statements.
    f. Disclosure of any related party transactions.
    g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments, if any;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Reviewing the utilization of loans and/or advances from / investment by the holding company in the subsidiary exceeding Rs.100 Crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances / investments existing as on the date of coming into force of this provision; and carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

21. Mandatory review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

22. Such other terms as may be prescribed under the Companies Act, 2013 or The SEBI (LODR) Regulations, 2015 as amended.

Nomination and Compensation Committee

The role of the Nomination and Compensation Committee is governed by its Charter and its composition is in Compliance with the provisions of Section 178 of the Companies Act 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

Composition of the Committee

As on 31st March 2021, Nomination and Compensation Committee comprises of Four Directors. During the Financial Year 2020-21, the Nomination and Compensation Committee meetings were held on 15th June 2020, and 29th January 2021. The Composition of the Nomination and Compensation Committee of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the Financial Year 2020-21 is as mentioned below:

Name of the Member	Category	No. of Meetings	
		Held	Attended
Mythily Ramesh – Chairperson	Independent Director	2	2
Ram N Agarwal - Member	Chairman and Managing Director	2	2
G H Visweswara - Member	Independent Director	2	2
Dr. A L Rao - Member	Non-Executive Director	2	2

The Nomination and Compensation Committee of the Company, inter – alia, evaluates, recommends to the Board and approves the Executive Directors compensation plans, policies and programmes of the Company. Nomination and Compensation Committee also has the responsibility for administering Employees Stock Option Plan 2011 (ESOP – 2011 and ESOP-2016) of the Company.

The Nomination and Compensation Committee is empowered with the following terms of reference and responsibilities in accordance with the provisions of law and the Nomination and Compensation Policy:

1. To formulate the criteria for determining qualifications, positive attributes and Independence of a Director, and recommend to the Board a policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
2. Deciding the terms and conditions of Employees Stock Option Plan (ESOP) which inter –alia, include the following:
   a) Quantum of options to be granted under the Scheme per employee and in aggregate;
   b) Vesting Period;
   c) Conditions under which options vested in employees may lapse in case of termination of employment for misconduct;
   d) Exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;

e) Specified time period within which the employee shall exercise the vested options in the event of termination or resignation of an employee;

f) The right of an employee to exercise all options vested in him at one time or various points within the exercise period;

g) Forfeiture / Cancellation of options granted;

h) All other issues incidental to the implementation of Employees Stock Option Plan.

i) To issue grant letters

j) To allot shares upon exercise of vested options.

Compensation Policy:

The compensation paid to Executive Director of the Company is approved by the Board of Directors on the recommendations of the Nomination and Compensation Committee.

- **Non Executive Directors (including Independent Directors)**

  Non Executive Directors (including Independent Directors) receives compensation by way of sitting fees for attending meeting of Board or Committee thereof. Independent Directors are not entitled to stock option of the Company.

- **Executive Director**

  Remuneration to Executive Director consists of Profit Linked Commission in accordance with the provisions of Section 197 of the Companies Act 2013, as approved by the Board and within the overall limits prescribed by the Companies Act 2013.

Compensation paid to Directors

During the Financial Year 2020-21 your Company has paid Rs. 8,20,000/- as Sitting Fees for attending the Board and Committee Meetings to the Non-Executive Directors of your Company.

a. Details of Compensation paid to Directors for the Financial Year 2020-21 are as under:

(in ₹)

Name of the Director	Sitting Fees	Salary and Perquisites	Commission	Total	No of Equity shares held as on 31.3.2021
Chairman and Managing Director					
Ram N Agarwal	0	0	0	0	19,73,014
Executive Director					
Sandeep Kumar Goyal	0	56,98,000	0	56,98,000	96,528
Independent Directors					
H V Gowthama	1,50,000	0	0	1,50,000	-
Shankar Jaganathan	1,90,000	0	0	1,90,000	2,228
Mythily Ramesh	1,40,000	0	0	1,40,000	14,040
G H Visweswara	2,10,000	0	0	2,10,000	-
Non – Executive Director					
Dr. A L Rao	1,30,000	0	0	1,30,000	3,85,542

Notes:

1. *None of the above directors are eligible for any severance pay, except as per standard employee arrangement and none of them hold any stock option as on 31st March 2021.*
2. *The notice period for Directors is such period as is mutually agreed between Director and the Board.*
3. *During the Financial Year 2020-21, the Company did not advance any loan to any of its Directors.*

Risk Management Committee

The Board of Directors have constituted a Risk Management Committee and defined its roles and responsibilities in accordance with the provisions of Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

Composition of the Committee

The Company has a comprehensive Risk Management Framework and the same is periodically reviewed by the Board of Directors of the Company. A Risk Management Committee has been constituted by the Board to monitor and review the Risk Management Framework of the Company.

As on 31st March 2021, Risk Management Committee comprises of three Directors. The composition of the Risk Management Committee of the Board of Directors of your Company is as mentioned below:

Name of the Member	Category	No. of Meetings	
		Held	Attended
Shankar Jaganathan - Chairperson	Independent Director	1	1
Mythily Ramesh - Member	Independent Director	1	1
Ram N Agarwal - Member	Chairman and Managing Director	1	1

The Committee's terms of reference, includes identifying Company's risk appetite set for various elements of risk, review the risk management practices and structures and recommend changes to ensure their adequacy of risk management practices in the Company. The risk management policy approved by the Board states the Company's approach to address uncertainties in its endeavors to achieve its stated and implicit objectives. Risk Management Policy and the Internal Financial Controls comprehensively address the key strategic / business risk and operational risks respectively. Risk Management Policy is uploaded on the website of the Company at www.wepsolutions.co.in.

Shareholders / Investors' Grievance cum Share Transfer Committee

The Composition of the Shareholders / Investors' Grievance cum Share Transfer Committee is in Compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

Terms of Reference

In accordance with the provisions of the Companies Act, 2013 and Listing Regulations, the terms of reference for the Shareholders / Investors' Grievance cum Share Transfer Committee of Directors are as under:

i. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;

ii. Review of measures taken for effective exercise of voting rights by shareholders;

iii. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;

iv. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and

v. Such other terms as may be required under the Companies Act, 2013 or Listing Regulations.

Composition of the Committee

As on 31st March 2021, the Shareholders / Investors' Grievance cum Share Transfer Committee comprises of three Directors. The composition of the Shareholders / Investors' Grievance cum Share Transfer Committee of the Board of Directors of your Company is as mentioned below:

Name of the Member	Category	Status
G H Visweswara	Chairperson	Independent Director
Dr. A L Rao	Member	Non-Executive Director
Ram N Agarwal	Member	Chairman and Managing Director

Investor Grievance

Continuous efforts are being made to ensure that investor's grievances are expeditiously redressed to the satisfaction of the investors. The Company and Cameo Corporate Services Limited (Registrar and Share Transfer Agent) attend to all the grievances of the investors promptly on their receipt, whether received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs etc.

a. Details pertaining to the number of Complaints received and responded and the status thereof during the Financial Year 2020-21 are given below:

Number of Investors Complaints pending at the beginning of the Financial Year i.e. 1st April 2020	Number of Investors Complaint received during the year	Number of Complaints disposed off during the year	Number of Investors Complaints remaining unresolved at the end of the Financial Year i.e 31st March 2021
NIL	01	01	NIL

b. Details of the queries received and resolved to the satisfaction of investors during the year under review and their break up are as under:

Nature of Query	Received during the Financial Year 2020-21	Disposed of during the Financial Year 2020-21	Pending as on 31st March 2021
Non-Receipt of Annual Report	3	3	0
Non-Receipt of Dividend Warrant	4	4	0
Dematerialization / Rematerialization of shares	1	1	0
Others (Change in correspondence address, mailing id, contact details etc	3	3	0

The Committee meets as and when required. The Company obtains Certificate from Share Transfer Agent on quarterly basis about the pending complaints against the company. As on 31st March 2021 there were no complaints pending against the company.

Subsidiary Company – Monitoring Framework

As per Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended 'Material Subsidiary' shall mean a subsidiary, whose income or net worth exceeds 10% of the Consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

As on 31st March 2021 there is no material unlisted subsidiary of the Company. M/s. WeP Digital Services Limited – 100% Subsidiary is managed by its separate Board of Directors, who are empowered to exercise all the duties and rights for efficient monitoring and management of the Company. The Company monitors performance of its subsidiary company, inter-alia, by the following means:

a) The Audit Committee reviews financial statements of the subsidiary companies, along with investments made by them, on a quarterly basis.

b) The Board of Directors reviews the Board Meeting minutes and statements of all significant transactions and arrangements, if any, of subsidiary companies.

The Company has formulated a policy for determining its 'Material' Subsidiaries and the same is available on the website of the Company www.wepsolutions.co.in.

Related Party Transactions

All transactions entered into by the Company with related parties as defined under the Companies Act, 2013 and the Listing Regulations, during the Financial Year 2020-21 were in the ordinary course of business and on arm's length pricing basis. There were no materially significant transactions with the related parties during the Financial Year which were in conflict with the interest of Company.

All Related Party Transactions are approved by the Audit Committee prior to the transaction. The Board of Directors of the Company has on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its related parties in compliance with applicable provisions of the Companies Act 2013, rules thereunder and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Necessary disclosures as required under the Accounting Standards have been made in the Financial Statements. The Board has approved a policy on materiality of related party transactions and on dealing with related party transactions and the same is disclosed on the website of the Company at the link www.wepsolutions.co.in.

CFO Certification

In compliance with the Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended the CFO Certification for the Financial Year 2020-21 was placed before the Board of Directors at their meeting held on 30th July, 2021. The CFO Certification on the financial statements and the cash flow statement for the year is placed at the end of Corporate Governance Report.

Certificate from Company Secretary in Practice

The following certificates from S Kannan, Practicing Company Secretary, Bangalore, are enclosed to this Report:

a) Compliance Certificate regarding compliance of conditions of Corporate Governance; and

b) Certificate that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI / Ministry of Corporate Affairs or any such statutory authority.

Shareholder's Meeting

a) General Body Meeting

The location, date and time of the Annual General Meeting held during the last three years and special resolutions passed therein are as mentioned below:

Financial Year	Category	Location of the meeting	Date	Time	Special Resolution
2019-20	Annual General Meeting	Video Conference ("VC") / Other Audio Visual Means ("OAVM")	6th November 2020	3:00 PM	1. Re-appointment of Shankar Jaganathan (DIN: 02121024) as an Independent Director of the Company for a Second term of 5 consecutive years. 2. Appointment of Sandeep Kumar Goyal (DIN:03023842) as Executive Director designated as Whole Time Director of the Company.
2018-19	Annual General Meeting	Rotary Club, Lavelle Road, Bangalore 560001	26th September 2019	3.00 PM	1. Appointment of H V Gowthama (DIN: 00250122) as an Independent Director of the Company for a Second term of 5 consecutive years. 2. Re-appointment of Mythily Ramesh (DIN: 06959991) as an Independent Director of the Company for a second term of 2 consecutive years.
2017-18	Annual General Meeting	Rotary Club, Lavelle Road, Bangalore 560001	20th September 2018	3.00 PM	Appointment of Ram N Agarwal as Managing Director for a period of three years w.e.f 16th February 2018.

All the Special Resolution set out in the notice of the Annual General Meeting were passed by the Shareholders at the respective meetings with requisite majority.

b) Extra Ordinary General Meeting

The location, date and time of the Annual General Meeting held during the last three years and special resolutions passed

Financial Year	Category	Location of the meeting	Date	Time	Special Resolution
2020-21	NCLT Directed	Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") HOST VENUE: 40/1-A, Basappa Complex, Lavelle Road, Bangalore - 560 001	6th May, 2021	11:00 AM	To consider and approve the Scheme of Amalgamation of WeP Digital Services Limited ("Transferor Company") with WeP Solutions Limited ("Transferee Company")

c) Postal Ballot

Company had issued Notice dated 16th March 2020 for convening an extra ordinary general meeting of the shareholders of the Company on 15th April 2020. The meeting was postponed in view of the pandemic situation of COVID-19 and pursuant to the guidelines and notification issued by the Government, on account of extension of nationwide lockdown till 3rd May 2020 and in light of circulars issued by the Ministry of Corporate Affairs, Government of India (the "MCA") vide

its General Circular No. 14/2020 dated 8th April 2020 and General Circular No.17/2020 dated 13th April 2020 (the "MCA Circulars") providing for specific manner in which extra ordinary general meeting be held in the current situation, the calling of extra ordinary general meeting of the shareholders of the Company was cancelled on 30th April 2020.

In terms of the MCA Circulars, in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

The MCA had clarified that for companies that are required to provide e-voting facility under the Companies Act, while they are transacting any business only by postal ballot upto 31st December 2020 or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis.

Thus a Postal Ballot Event was accordingly being initiated in compliance with the MCA Circulars.

Financial Year	Category	Special Resolution
2020-21	Postal Ballot	**To consider and approve the Scheme of Amalgamation between the WeP Solutions Limited (the Company / Transferee Company) and WeP Digital Services Limited (Transferor Company) and their respective members and creditors under Section 233 of the Companies Act, 2013.** The Board of Directors ('the Board') of WeP Solutions Limited ('the Company'), at its meeting held on 13th February 2020 has, subject to the approval of the members and creditors of the Company and subject to the sanction of the jurisdictional Regional Director or such other competent authority, approved the Scheme of Amalgamation (the Scheme) between the Company and WeP Digital Services Limited and their respective members and creditors to be passed by the members through Postal Ballot / electronic voting (e-voting).

Financial Year	Category	Special Resolution
2020-21	Postal Ballot	1. Increase in Authorised Share Capital of the Company and consequent alteration of Capital Clause of Memorandum of Association. 2. Alteration of the Capital Clause in the Articles of Association of the Company.

The Special Resolution set out in the notice of the Postal Ballot was passed by the Shareholders with requisite majority.

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Particulars	Status of Complaints
Number of complaints filed during the Financial Year 2020-21	**0**
Number of complaints disposed off during the Financial Year 2020-21	0
Number of complaints pending as at the end of the Financial Year 2020-21	0

Disclosures: IND-AS Applicability

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 w.e.f. 1st April 2017. The Financial Statements as on 31st March 2021 have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as

prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.

Scheme of Amalgamation

The Board of Directors of the Company, at its meeting held on 13th February 2020 had approved a scheme of amalgamation ("Scheme") providing for the merger of its wholly owned subsidiary WeP Digital Services Limited ("Transferor Company") with WeP Solutions Limited ("Transferee Company") pursuant to Sections 233 (Fast Track Merger).

The Regional Director, South East Region, Hyderabad vide order dated 10th September 2020 had rejected our application CP No.10/KAR/2020/Sec 233 of CA 2013/RD (SER) - Fast Track Merger on account of not meeting a technical requirement.

The Board of Directors of the Company, at its meeting held on 28th December 2020 considered and approved a scheme of amalgamation ("Scheme") pursuant to sections 230 to 232 and other relevant provisions of the Companies Act, 2013, providing for the merger of its wholly owned subsidiary WeP Digital Services Limited – ("Transferor Company") with WeP Solutions Limited ("Transferee Company").

The Hon'ble National Company Law Tribunal (NCLT), Bengaluru Bench has pronounced its order on the application filed in relation to the captioned Scheme of Amalgamation on 23rd March 2021.

As per the order a meeting of the Unsecured Creditors of the Company was held on 06.05.2021 at 10.00 AM and the Equity Shareholders Meeting was held on 06.05.2021 at 11:00 AM for the purpose of considering and, if thought fit, approving the proposed Scheme of Amalgamation. Subsequently the Company received the Scrutinizers' report for the Unsecured Creditors Meeting and Equity Shareholders Meeting and accordingly the resolution was declared as approved with requisite majority.

The Scheme will come into effect subject to necessary statutory and regulatory approvals including the approval from the Shareholders and Creditors of the Transferor and Transferee Company.

Rights Issue

During the period under review the Company had issued 98,68,640 Equity Shares of Face Value of Rs. 10/- each for cash at par aggregating to Rs. 986.86 lakhs to the existing equity shareholders of our company on rights basis in the ratio of 3 equity shares for every 8 fully paid equity shares held by the existing shareholders on the record date, i.e. on March 12, 2021. The issue price of each equity share is 1 time to the face value of the Equity Share. The Issue opened on March 24, 2021 and closed on April 19, 2021. Final Net Subscription was 124.38% of Rights Issue Size after removing technical rejection cases.

Consequently to allotment of the rights equity share, the Paid-up Equity Share Capital of the Company stood at Rs. 36,18,50,120 consisting of 3,61,85,012 Equity Shares of Rs. 10/- each.

Whistle Blower Policy

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior including actual or suspected leak of unpublished price sensitive information. The Company has established a vigil mechanism for Directors and employees to report concern about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy and also actual or suspected leak of unpublished price sensitive information. The Whistle Blower Policy is placed on the website of the Company www.wepsolutions.co.in.

Prevention of Sexual Harassment at Workplace (POSH)

The Company is committed to provide a protective environment at workplace for all its women employees. We recognize the rights of our employees and provide forums, support group and policies to hear and address their concerns, and resolve issues and conflicts in a fair and transparent manner. To ensure that every woman employee is treated with dignity and respect and as mandated under 'The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013' the Company has in place a formal policy for prevention of sexual harassment of its women employees. Our Prevention of Sexual Harassment Policy allows employees to report sexual harassment cases at the

workplace. These cases are heard and resolved by an unbiased group. An Internal Committee looks into all the complaints of sexual harassment. The policy has also been uploaded on the website of the Company at www.wepsolutions.co.in.

Code of Prevention of Insider Trading Practices

In Compliance with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and Companies Act, 2013 as amended, the Company has in place a comprehensive 'Internal Code for Prevention of Insider Trading' for the Company's Directors and designated employees. The Code lays down guidelines advising them on procedures to be followed and disclosures to be made while dealing / transacting in the securities of the Company.

Code of Conduct

The Company has framed and adopted a Code of Conduct for the members of the Board and the Senior Management ("the Code") in terms of requirements of the Listing Regulations. The Code has been circulated to all the members of the Board and Senior Management and the same is also posted on the Company's website at www.wepsolutions.co.in. The Code lays the general principles designed to guide all Directors and members of the Senior Management for ethical conduct of business and compliance of laws. All Directors and Members of the Senior Management have affirmed their adherence to the provisions of the Code as on 31st March 2021.

Means of Communication with Shareholders:

Financial Results:

The company's quarterly and annual financial results in the proforma prescribed by the stock exchanges are approved and taken on record by the Board within the prescribed time frame and sent forthwith to Bombay Stock Exchange on which the company's shares are listed. The quarterly results of the Company are published in the newspaper immediately on the approval by the Board and also uploaded on the Company's website www.wepsolutions.co.in. The financial results are published in "Business Standard" and "Hosa Digantha" in vernacular (Kannada) newspaper. The results are not sent to the shareholders individually. Information about the company in general, its financial results and other information including official press releases can be accessed at the company's website www.wepsolutions.co.in.

Annual Report

The Annual Report containing inter alia, Audited Annual Accounts, Directors' Report, Auditor's Report and other important information is circulated to members and others entitled thereto. In terms of provisions of the Companies Act 2013, service of documents on members by a company is allowed through electronic mode. Further, SEBI vide its Circular Ref. No. CIR/CFD/2011 dated 5th October 2011, has also directed listed companies to supply soft copies of full Annual Reports to all those shareholders who have registered their e-mail addresses for the purpose. Accordingly, the Company proposes to send documents like Shareholders meeting notice/other notices, Audited Financial Statements, Directors' Report, Auditors Report or any other document, to its member in electronic form at the email address as registered with the Share Transfer Agent. This will definitely help in prompt receipt of communication, reduce paper consumption and save trees as well as avoid loss of documents in transit.

Members who have not yet registered their e-mail (including those who wish to change their already registered e-mail id) may get the same registered/updated with the Share Transfer Agent of the Company. 26th Annual Report for the Financial Year 2020-21 has also been uploaded on the website of the Company at www.wepsolutions.co.in.

Website

In compliance with the Regulation 46 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended a functional website of the Company is maintained. The Company's website www.wepsolutions.co.in contains a separate section 'Investor Corner' for use of investors. The quarterly, half yearly and annual financial results, official news releases are promptly and prominently displayed on the website. Annual Reports, Quarterly Corporate Governance Report, Shareholding Pattern and other Corporate Communications made to the Stock Exchanges are also available on the website.

BSE Corporate Compliance and Listing Centre (the 'Listing Centre')

BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like Shareholding Pattern, Corporate Governance Report, Media releases among others are also filed electronically on the Listing Centre.

SEBI Complaints Redress System (SCORES)

The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status. During the year under review, no complaints were registered through SCORES.

Details of Non-Compliance

The following are the details of actions taken against the listed entity / its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder during the last three years.

Sr. No	Action Taken By	Details of Violation	Details of action taken e.g. fines, warning letter, debarment etc.
1	Bombay Stock Exchange (BSE)	Delay in compliance with Reg 108(2) of SEBI-ICDR Regulations, 2009 i.e. Delay in approaching the Stock Exchange for Listing of Equity Shares.	Fine Amount: Rs. 2,37,600/- paid to Bombay Stock Exchange on 14th September 2018
2	Bombay Stock Exchange (BSE)	Delay in Compliance with Regulation 108(3) of SEBI (ICDR) Regulations, 2009	The Company has paid penal interest to WeP Peripherals Limited amounting to Rs. 2,17,000/-

The Management Discussion and Analysis forms part of the Annual Report.

Dividend Payment

Considering the necessity to conserve resources of the Company during this uncertain and difficult times due to Covid 19 pandemic, the Board of Directors of the Company have not recommended any Dividend for the Financial Year 2020-21.

Fees paid to Statutory Auditor and network firm or entity

Details relating to fees paid to the Statutory Auditor is given in notes to the Financial Statements.

Dates of Transfer of Unclaimed Dividend

In terms of the provisions of Section 124 and other applicable provisions of the Companies Act, 2013 as amended, the amount of Dividend remaining unpaid / unclaimed for the period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company shall be required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. Given below is the date of declaration of Dividend and corresponding date when unpaid/unclaimed dividend are due for transfer to the IEPF. The details of the Dividend declared and paid by the Company in past are as mentioned below:

Financial Year	Type of Dividend	Dividend Rate	Date of Declaration	Due Date for transfer to IEPF
2014-15	Final Dividend	5	27th August 2015	26th August 2022
2013-14	Final Dividend	5	23rd September 2014	22nd September 2021

Members who have not encashed their Dividend Warrants are requested to have them revalidated and encashed to avoid transfer to IEPF.

Employees Stock Option Plan

The Company has Employee Stock Option Plan 2011 and Employees Stock Option Plan 2016 which is administered by the Nomination and Compensation Committee for the benefit of employees. During the Financial Year 2020-21, there has been no change in the Employee Stock Option Plan 2011 and Employees Stock Option Plan 2016 of the Company.

The Company, from time to time, provides share based payments to its employees. These payments are provided in the form of stock options that can be exercised once the employee has completed specified service term with the Company. All share based employee payments will be settled in Equity Shares. Pursuant to Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and as required under the Securities and Exchange Board of India Guidelines, the applicable disclosures as on 31st March 2021 is as tabulated below:

Particulars	ESOP Plan 2011	ESOP Plan 2016
Date of Shareholders' Approval	27th September 2011	22nd September 2016
Total number of Options approved under the scheme	6,00,000	6,00,000
Vesting Schedule		
On Completion of 12 months from the date of Grant of Options	30%	30%
On Completion of 24 months from the date of Grant of Options	30%	30%
On Completion of 36 months from the date of Grant of Options	40%	40%
Exercise Price	Rs. 10 per share	Rs. 10 per share
Exercise Period	5 Years from the date of vesting	5 Years from the date of vesting
Option movements during the year	-	-
Options outstanding at the beginning of the year	1,37,600	2,60,000
Options granted during the year	-	-
Options Lapsed during the year	20,100	10,000
Options vested and available for exercise	-	-
Options exercised during the year	-	-
Variations of terms of Options	-	-
Money realised by exercise of Options (Rs.)	-	-
Total number of Options in force as at the end of the year	1,17,500	2,50,000
Vested and available for exercise	1,17,500	1,20,500
Unvested	-	1,29,500

Listing

At present, the equity shares of the Company are listed at Bombay Stock Exchange (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001. In Compliance with Regulation 14 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended the Annual Listing Fees for the Financial Year 2021-22 has been paid to Bombay Stock Exchange Limited (BSE).

General Shareholder Information:

Annual General Meeting	20th September, 2021
Time and Venue	3:00 PM Mode: Video Conferencing
Book Closure Dates	14th September, 2021 to 20th September, 2021 (Both days inclusive)
Listing Details	Company's shares are listed at Bombay Stock Exchange (BSE). **Scrip Code:** 532373 **Scrip Name:** WEPSOLN **ISIN Code:** INE434B01029
Corporate Identity Number (CIN) of the Company	L72200KA1995PLC025617

Market Price Data

(Source: www.bseindia.com)

Month	Open	High	Low	Close	No. of Shares
Apr 20	15.20	17.70	12.41	14.51	90,920
May 20	15.90	15.90	12.61	14.87	68,298
Jun 20	14.00	19.19	13.91	15.40	1,38,350
Jul 20	15.50	21.90	15.05	18.95	1,93,987
Aug 20	18.25	24.00	17.20	22.45	1,67,917
Sep 20	24.90	24.90	18.00	18.00	39,187
Oct 20	18.10	20.60	16.60	18.00	73,095
Nov 20	19.70	21.75	16.65	18.05	74,434
Dec 20	18.00	27.95	17.00	24.30	4,21,530
Jan 21	24.30	28.00	18.00	18.15	2,47,549
Feb 21	18.55	26.20	17.65	21.40	1,66,085
Mar 21	20.30	25.60	14.35	14.40	6,10,826

Distribution of shareholdings according to number of shares held as on 31st March 2021.

Values of Shares held (Rs.)	No. of Shareholders	% of Shareholders	Values of Shares held	% to the total paid up capital
0 - 5000	2,455	57.62	33,43,310	1.27
5001 - 10000	406	9.53	33,23,520	1.26
10001 - 20000	591	13.87	79,69,920	3.03
20001 - 30000	270	6.34	61,34,160	2.33
30001 - 40000	89	2.09	31,28,330	1.19
40001 - 50000	95	2.23	43,04,550	1.64
50001 - 100000	175	4.11	1,22,94,970	4.67
100001 And Above	180	4.22	22,26,64,960	84.61
TOTAL	**4,261**	**100.00**	**26,31,63,720**	**100.00**

Shareholding Pattern as at March 31, 2021

Category of Shareholder	Number of Shareholders	Total Number of Shares	Total Share-holding as a percentage of total number of shares
Shareholding of Promoter and Promoter Group			
1. Individuals*	3	24,35,107	9.25
2. Bodies Corporate	3	84,01,228	31.92
Total Promoters' Holding (A)	**6**	**1,08,36,335**	**41.18**
Public Shareholding			
1. Bodies Corporate	41	24,45,686	9.29
2. Individuals			
a. Individuals Shareholders Holding Nominal Share Capital upto Rs. 2 lakh	3,958	47,30,895	17.98
b. Individual Shareholders Holding Nominal Share Capital in excess of Rs. 2 lakh	75	73,53,778	27.94
3. Clearing Members	14	8187	0.03
4. Hindu Undivided Families	107	2,95,060	1.12
5. Non Residents Indians	58	6,46,330	2.46
6. Trusts	2	101	0.00
Total Public Shareholding (B)	**4,255**	**1,54,80,037**	**58.82**
Total (A)+(B)	**4,261**	**2,63,16,372**	**100.00**

Note:

a) **With reference to the SEBI Circular dated 30th November 2015 (CIR/CFD/CMD/13/2015) the Shareholding of the Promoter and Promoter Group is to be consolidated on the basis of the PAN and Folio Number to avoid multiple disclosure of Shareholding of the same person.*

b) *Total number of shares and percentage shareholding by Non- Resident Shareholders is 6,46,330 and 2.46 % respectively. The Company has not issued any ADRs and GDRs. The foreign shareholding consists of holding by NRIs and other foreign national only.*

Registrar and Transfer Agents

Securities and Exchange Board of India (SEBI), through its Circular No. D&CC/FITTC/CIR-15/2002 dated December 27, 2002, has made it mandatory for all work related to share registry, both in physical and electronic form, to be handled either wholly 'in-house' by companies or wholly by a SEBI registered external registrar and transfer agent. The Company has appointed Cameo Corporate Services Limited as its Registrar and Transfer Agent. Details of the Registrar and Share Transfer Agent are given below:

Cameo Corporate Services Limited,
"Subramanian Building" V Floor, No.1, Club House Road, Chennai – 600 002
Tel.: +(91) (044) 28460390 | Fax : +(91) (044) 28460129 | E-mail: investor@cameoindia.com

Share Transfer System

All share transfer and other communication regarding share certificates, change of address, dividend etc., should be sent to our Registrar and Transfer Agents. All shares transfer is completed within statutory time limit from the date of receipt provided the documents meet the stipulated requirements of statutory provisions in all respects. The Company obtains from

a Practicing Company Secretary half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended, and files a copy of the same with Bombay Stock Exchange (BSE).

Reconciliation of Share Capital Audit

S Kannan, Practicing Company Secretary, carries out the Reconciliation of Share Capital Audit as mandated by SEBI, and reports on reconciliation of total issued and listed capital with that of total share capital admitted / held in dematerialized form with NSDL and CDSL and those held in physical form. The Audit is carried on quarterly basis and the report thereof is submitted to the Bombay Stock Exchange (BSE), where the Company's shares are listed and is also placed before the Board.

Dematerialization of Shares and Liquidity

The Company's shares are tradable compulsorily in electronic mode. In India there are two depositories i.e. National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL). To facilitate trading in DEMAT form, Company have established connectivity with both the depositories. Shareholders can open their accounts with any of the Depository Participant registered with these depositories. The International Securities Identification Number (ISIN) allotted to our shares under the Depository System is INE434B01029.

Break up of Shares in Physical and DEMAT form as on 31st March 2021:

Mode of Holding	Number of Shareholders	No of Shares	% to total equity
DEMAT Segment			
a. NSDL	2230	2,30,07,749	87.43
b. CDSL	1395	24,13,068	9.17
c. Physical Segment	736	8,95,555	3.40
Grand Total	**4361**	**2,63,16,372**	**100.00**

*Note: *Total Shareholders as on 31st March 2021 are 4261 after Merging of First Holder PAN.*

Consolidation of Folios and avoidance of multiple mailing

In order to enable the company to reduce cost and duplicity of efforts for providing services to the investors, members who have more than one folio in the same order of names are requested to consolidate their holdings under one folio. Members may write to the Registrar and Share Transfer Agent indicating the folio numbers along with the original share certificates to be consolidated. To enable us to serve our investors better, we request shareholders whose shares are in physical mode to dematerialize their shares and update their bank account details with the respective depository participants.

Outstanding GDRs / ADRs / Warrants / Options

The Company has no outstanding Warrants or Options as on 31st March 2021. Further the Company has no outstanding GDRs, ADRs or Options as on 31st March 2021.

Plant Locations:

Himachal Pradesh: Plot 87, EPIP, Phase I, Jharmarjri, Dist: Solan, Himachal Pradesh – 174103.

Address for Investor's Correspondence

For any queries relating to the Shares of your Company correspondence may be done in the below manner:

A. For change of address and bank mandate:

i. In case of Shares held in dematerialised form – Shareholder should contact their respective Depository Participant.

ii. In case of Shares held in physical form – Shareholders should contact the Company's Share Transfer Agent - Cameo Corporate Services Limited, "Subramanian Building" V Floor, No.1, Club House Road, Chennai 600 002. Tel: +(91) (044) 28460390; Fax: +(91) (044) 28460129; E-mail: investor@cameoindia.com.

B. For all matters relating to investor relations contact:

The Company Secretary

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

e-mail: investor@wepsol.in. Contact No: 9019915738

Shareholders are requested to quote their folio number / DP ID and Client ID, e-mail address, telephone number and full address while corresponding with the Company and its Share Transfer Agent.

Annexure to Report on Corporate Governance for the Financial Year ended 31st March 2021.

A. Corporate Governance Compliance Certificate

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

Corporate Identity No: L72200KA1995PLC025617
Nominal Capital: Rs. 40,00,00,000.00

To,
The Members of WeP Solutions Limited,
40/1-A, Basappa Complex, Lavelle Road, Bangalore 560 001

I, S Kannan, Company Secretary, have examined all the relevant records of WeP Solutions Limited ('The Company') for the purpose of certifying compliance of the conditions of the Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, for the period 1st April, 2020 to 31 March, 2021.

Further, I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of certification. The compliance of conditions of corporate governance is the responsibility of the Management. My examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance.

This Certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company. In my opinion and to the best of my information and according to the explanations and information furnished to me, I certify that the Company has complied with all the mandatory conditions of Corporate Governance as applicable under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For S KANNAN AND ASSOCIATES

S Kannan
Company Secretary
FCS No. 6261 / C P No.: 13016
Firm No. S2017KR473100
UDIN No. F006261C000660739

Place: Bangalore
Date: 20th July, 2021

B. Certificate under Regulation 34(3) of SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 (As amended)

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of WeP Solutions Limited,
40/1A, Basappa Complex, Lavelle Road, BANGALORE – 560 001.

I, S Kannan, Consultant Company Secretary, have examined the relevant registers, records, forms, returns and disclosures received from the Directors of WeP Solutions Limited having CIN L72200KA1995PLC025617 and having registered office at 40/1A, Basappa Complex, Lavelle Road, BANGALORE – 560 001 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the MCA portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I, hereby certify that none of the Directors on the Board of the Company as stated below as on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sl. No.	DIN No.	Name of the Director
1	00006399	Ram Narayan Agarwal
2	00250122	Hangalore Venkatachala Gowthama
3	00662212	Grama Hiriyannaiah Visweswara
4	02121024	Shankar Jaganathan
5	02919040	Ayyagari Lakshmana Rao
6	06959991	Mythily Ramesh
7	03023842	Sandeep Kumar Goyal

Following persons were appointed as directors of the Company with effect from 28th May 2021. As on the date of this Certificate, both the directors are not debarred or disqualified from being appointed as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

1	09179865	Vandana Malaiya
2	09180804	Shruti Agarwal

Ensuring the eligibility for appointment/continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these, based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For S KANNAN AND ASSOCIATES

S Kannan
Company Secretary
FCS No. 6261 / C P No.: 13016
Firm No. S2017KR473100
UDIN No. F006261C000660662

Place: Bengaluru
Date: 20th July, 2021

C. Declaration regarding Compliance by the Board Members and Senior Management Personnel with the Company's Code of Conduct pursuant to Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015 as amended.

This is to certify that pursuant to Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the financial year ended 31st March, 2021.

For and on behalf of the Board of Directors

Place: Bengaluru
Date: 30th July, 2021

Ram N Agarwal
Chairman and Managing Director

D. Chief Financial Officer Compliance Certificate

[As per Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Schedule II - Part B]

I Sandeep Kumar Goyal, Executive Director & CFO, WeP Solutions Limited to the best of my knowledge and belief certify that:

A. I have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:

1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

2) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of their knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.

C. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and I have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

D. I have indicated to the auditors and the Audit Committee:

1) Significant changes in internal control over financial reporting during the year;

2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

3) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Place: Bengaluru
Date: 30th July, 2021

Sandeep Kumar Goyal
Executive Director & CFO

Independent Auditor's Report

To
The Members
WeP Solutions Limited

Report on the Audit of the Consolidated IndAS Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of WeP Solutions Limited (hereinafter referred to as the "Holding Company") and its subsidiary (Holding Company and its subsidiary together referred to as "the Group"), which comprise the consolidated balance sheet as at March 31, 2021, and the consolidated statement of Profit and Loss, consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated IndAS financial statements give the information required by the Act, in the manner so required, and give a true and fair view, in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2021, of consolidated loss, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India, together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	*Allowance for credit losses* While determining the expected credit losses the Company has calculated the probability of default by taking into account the estimates of the possible effect of COVID-19 pandemic. As at March 31, 2021, carrying amount of allowance for credit losses is Rs. 945.86 lakhs against total Trade receivables of Rs. 2248.96 lakhs. We identified allowance for credit losses as a key audit matter because the materiality of the figure involved in the Consolidated Financial Statement. Refer to Note 4(a) to the Financial Statements.	Principal Audit Procedures We obtained the Group's process / policy / basis of: - Identifying and classifying Trade receivables into following categories a. Trade Receivables considered good b. Trade Receivables which have significant increase in credit risk c. Trade Receivables credit impaired - Calculating amount of allowance thereon Our audit approach consisted of following procedure: • Assessing reasonableness of basis of identifying and classifying into different categories as mentioned above. • Verification of basis of calculating amount of allowance thereon. • Selected sample of parties and verified the identification and classification of parties based on Group's policy into different categories as mentioned above. • We tested the mathematical accuracy and computation of the allowances by using same input data used by the management.

Other Information

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Report on Corporate Governance, Shareholder information and Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated financial statements, and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit, or otherwise, appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income,

consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian accounting standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records, in accordance with the provisions of the Act, for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company and its subsidiary company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention, in our auditor's report, to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, modify our opinion. Our conclusions are based on the audit evidence obtained upto the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.

We communicate with those charged with governance of the Holding company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report that:

a. We have sought and obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b. In our opinion, proper books of account, as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Company, so far as it appears from our examination of those books.

c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements.

d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2021 taken on record by the Board of Directors of the Company and its subsidiary incorporated in India and the reports of the statutory auditors of its subsidiary company, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Reporting "Annexure A". Our report expresses an unmodified opinion on adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

   In our opinion and to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary have not paid any Managerial remuneration to its directors under the provisions of section 197 of the Act during the year.

h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 29 to the consolidated financial statements.

ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the holding company and its subsidiary company.

For N. M. Raiji & Co
Chartered Accountants
Firm Registration No. 108296W

Vinay D. Balse
Partner
Membership No. : 039434
UDIN: 21039434AAAAC07109

Place: Mumbai
Date: May 28 2021

Annexure-A

To the Independent Auditor's Report of even date on the Consolidated Financial Statements of WeP Solutions Limited

(Referred to in Paragraph 13 point (f) under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

Report on the Internal Financial Controls under Clause (I) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2021, we have audited the internal financial controls over financial reporting of **WeP Solutions Limited** ("the Company") and its subsidiary company, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Boards of Directors of the Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary company, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company and its subsidiary companies, which are incorporated in India.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are

recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to explanation given to us, the Holding Company and its subsidiary company, which are incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For N. M. Raiji & Co
Chartered Accountants
Firm Registration No. 108296W

Vinay D. Balse
Partner
Membership No.: 039434
UDIN: 21039434AAAAC07109

Place: Mumbai
Date: May 28 2021

WeP Solutions Limited

Consolidated Balance Sheet as at March 31, 2021

PART I – BALANCE SHEET (in Rs)

	Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
1	**ASSETS**			
	Non-current assets			
	a) Property, Plant and Equipment	2	25,18,05,554	31,03,82,908
	b) Capital work-in-progress	2 & 3	1,93,52,138	2,17,01,340
	c) Other Intangible assets	3	52,11,232	1,07,10,832
	d) Financial Assets			
	i. Other financial assets	4(c)	91,58,627	97,79,066
	e) Deferred tax assets (net)	5	3,87,25,828	3,71,71,887
	f) Other non-current assets	6	3,50,64,491	3,59,36,888
			35,93,17,870	**42,56,82,921**
2	**Current assets**			
	a) Inventories	7	13,59,71,057	12,44,45,281
	b) Financial Assets			
	i. Trade receivables	4(a)	13,03,09,341	13,41,00,539
	ii. Cash and cash equivalents	4(b)	52,99,386	11,24,998
	iii. Bank balances other than (ii) above	4(d)	14,90,330	14,64,258
	iv. Other financial assets	4(c)	27,30,337	39,02,509
	c) Other current assets	8	7,91,97,270	4,03,69,874
			35,49,97,721	**30,54,07,459**
	Total Assets		**71,43,15,591**	**73,10,90,380**
3	**EQUITY AND LIABILITIES**			
	Equity			
	a) Equity Share capital	9(a)	26,31,69,545	26,31,69,545
	b) Other Equity			
	i. Reserves & Surplus	9(b)	14,08,19,471	15,23,86,642
			40,39,89,016	**41,55,56,187**
4	**LIABILITIES**			
	Non-Current Liabilities			
	a) Financial Liabilities			
	i. Borrowings	10(a)	5,28,22,230	5,75,56,970
	ii. Other financial liabilities	10(c)	18,27,518	1,23,19,777
	b) Provisions	11	1,34,44,455	1,25,12,428
	c) Other non-current liabilities	12	13,79,941	15,14,149
			6,94,74,144	**8,39,03,324**
5	**Current Liabilities**			
	a) Financial Liabilities			
	i. Borrowings	10(a)	5,93,27,010	4,20,01,370
	ii. Trade payables	10(b)		
	A) Total outstanding dues of Micro and small enterprises		50,01,353	42,15,188
	B) Total outstanding dues of creditors other than micro and small enterprises		5,10,78,568	4,71,14,100
	iii. Other financial liabilities	10(c)	6,60,75,437	8,63,55,377
	b) Other current liabilities	12	5,75,50,513	5,04,46,424
	c) Provisions	11	18,19,550	14,98,410
			24,08,52,431	**23,16,30,869**
	Total Equity and Liabilities		**71,43,15,591**	**73,10,90,380**

See Accompanying Notes to the Financial Statements

As per our report attached

For N M Raiji & Co
Chartered Accountants
Firm Reg. No.: 108296W

Vinay D Balse
Partner
Membership No.: 039434

Place: Mumbai
Date: May 28, 2021

For and on behalf of the Board of Directors

H V Gowthama
Director
DIN: 00250122

Ram N Agarwal
Chairman & Managing Director
DIN: 00006399

Sandeep Kumar Goyal
Executive Director & CFO
DIN: 03023842

Sujata Pratik Shaha
Company Secretary

Place: Bengaluru
Date: May 28, 2021

WeP Solutions Limited

Consolidated Statement of Profit and Loss for the year ended March 31, 2021

PART II – STATEMENT OF PROFIT AND LOSS (in Rs)

	Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
I	Revenue From Operations	13	64,48,76,716	68,37,21,909
II	Other Income	14	46,14,356	89,61,092
III	**Total Income (I+II)**		**64,94,91,072**	**69,26,83,001**
	EXPENSES			
a	Cost of materials consumed	15	15,35,69,629	19,01,05,177
b	Purchases of Stock-in-Trade	16	16,89,25,702	8,60,69,430
c	Changes in Inventories of Work-in-Progress, Stock-in-Trade and Finished Goods	17	(2,99,06,642)	(2,26,26,177)
d	Employee benefits expense	18	9,58,87,192	12,10,34,877
e	Other expenses	19	14,94,65,425	18,43,11,015
f	Depreciation and amortization expense	21	11,00,29,627	12,90,31,029
IV	**Total Expenses**		**64,79,70,933**	**68,79,25,351**
	Profit / (Loss) Before Depreciation, Interest, Exceptional Items and Tax (III-IV)		**15,20,139**	**47,57,650**
h	Finance Costs	20	1,39,43,148	1,33,50,502
V	**Profit / (Loss) Before Exceptional Items and Tax**		**(1,24,23,009)**	**(85,92,852)**
VI	Exceptional Items		-	-
VII	**Profit / (Loss) Before Tax (V-VI)**		**(1,24,23,009)**	**(85,92,852)**
	Tax Expense:			
VIII	1) Current tax		65,24,217	56,66,355
	2) Tax Adjustments Pertaining to Previous Year		(5,79,338)	16,452
	3) Deferred tax		(72,25,040)	69,32,196
IX	**Profit / (Loss) for the year from Continuing Operations (VII-VIII)**		**(1,11,42,848)**	**(2,12,07,855)**
X	Profit / (Loss) from discontinued operations		-	-
XI	Tax expense of discontinued operations		-	-
XII	Profit / (Loss) from Discontinued operations (after tax) (X-XI)		-	-
XIII	**Profit / (Loss) for the year (IX+XII)**		**(1,11,42,848)**	**(2,12,07,855)**
XIV	**Other Comprehensive Income**			
	A (i) Items that will not be reclassified to profit or loss		4,48,187	16,014
	(ii) Income tax relating to items that will not be reclassified to profit or loss		(1,24,900)	(6,124)
	B (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
XV	**Total Comprehensive Income for the year (XIII+XIV)** (Comprising Profit / (Loss) and Other Comprehensive Income for the year)		**(1,08,19,561)**	**(2,11,97,965)**
XVI	**Earnings per equity share:**			
	1) Basic	27	(0.42)	(0.81)
	2) Diluted	27	(0.30)	(0.80)

See Accompanying Notes to the Financial Statements

As per our report attached

For and on behalf of the Board of Directors

For N M Raiji & Co
Chartered Accountants
Firm Reg. No.: 108296W

Vinay D Balse
Partner
Membership No.: 039434

Place: Mumbai
Date: May 28, 2021

H V Gowthama
Director
DIN: 00250122

Ram N Agarwal
Chairman & Managing Director
DIN: 00006399

Sandeep Kumar Goyal
Executive Director & CFO
DIN: 03023842

Sujata Pratik Shaha
Company Secretary

Place: Bengaluru
Date: May 28, 2021

WeP Solutions Limited

Consolidated Statement of Cash Flows for the year ended March 31, 2021 (in Rs)

	Particulars	March 31, 2021	March 31, 2020
A	**Cash Flow From Operating Activities**		
	Profit / (Loss) before Income tax from Continuing Operations	(1,24,23,009)	(85,92,852)
	Profit before Income tax	**(1,24,23,009)**	**(85,92,852)**
	Adjustment for:		
	Depreciation & Amortisation	11,00,29,627	12,90,31,029
	Provision for doubtful debts	71,54,065	61,40,059
	Employee share based payment expense	25,62,199	19,11,274
	Actuarial Gains / Losses recognised in Other Comprehensive Income	4,71,711	16,014
	Loss / (Profit) on Sale of Fixed Assets	7,33,269	17,27,928
	Net Exchange differences	22,34,560	9,59,994
	Interest Income	(1,53,889)	(41,789)
	Interest Expense	1,39,43,148	1,33,50,502
	Changes in Operating assets and liabilities		
	(Increase) / Decrease in Inventories	(1,15,25,772)	(2,29,44,639)
	(Increase) / Decrease in Trade Receivables	(28,90,195)	(1,05,94,906)
	(Increase) / Decrease in Other Current Assets	(3,68,57,587)	(1,22,79,929)
	(Increase) / Decrease in Other Bank Balances	(26,073)	36,659
	(Increase) / Decrease in Other Current Financial Assets	12,52,237	45,73,356
	(Increase) / Decrease in Other Non Current Financial Assets	5,40,374	(49,18,937)
	(Increase) / Decrease in Other Non Current Assets	56,68,864	1,53,82,551
	Increase / (Decrease) in Provisions	12,29,642	(1,35,714)
	Increase / (Decrease) in Trade Payables	20,13,399	1,29,96,226
	Increase / (Decrease) in Other Current Liabilities	52,96,506	(41,16,744)
	Increase / (Decrease) in Other Non Current Liabilities	(1,34,206)	(1,40,765)
	Increase / (Decrease) in Other Current Financial Liabilities	(3,33,120)	(1,94,44,367)
	Cash Generated from Operations	**8,87,85,750**	**10,29,14,954**
	Income taxes paid	71,34,962	1,10,38,529
	Net Cash From Operating Activities	**8,16,50,788**	**9,18,76,425**
B	**Cash Flow From Investing Activities**		
	Purchase of Property, Plant & Equipment (including CWIP)	(5,11,39,234)	(9,48,05,340)
	Purchase of Intangible Assets	-	(6,30,500)
	Proceeds from Sale of Fixed Assets	3,88,310	13,260
	Interest Income	1,53,889	41,789
	Net Cash Used In Investing Activities	**(5,05,97,035)**	**(9,53,80,791)**
C	**Cash Flow From Financing Activities**		
	Proceeds from Issue of Shares	-	10,71,000
	Expenses for Increase of Authorised Capital	(8,50,000)	(10,000)
	Rights Issue Expenses	(24,59,809)	-
	Interest paid	(1,39,43,148)	(1,33,50,502)
	Proceeds / (Repayment) of Borrowings	1,73,25,640	1,05,07,087
	Repayment of Lease obligations	(1,05,07,118)	(1,25,57,232)
	Proceeds / (Repayment) of Term Loan	(1,64,44,930)	1,84,06,920
	Net Cash From / (Used for) Financing Activities	**(2,68,79,365)**	**40,67,273**
	Net Increase / (Decrease) In Cash And Cash Equivalents - (A+B+C)	**41,74,388**	**5,62,907**
	Cash and Cash Equivalents at the beginning of the year / period	11,24,998	5,62,091
	Cash and Cash Equivalents at the end of the year / period	**52,99,386**	**11,24,998**

As per our report attached

For N M Raiji & Co
Chartered Accountants
Firm Reg. No.: 108296W

Vinay D Balse
Partner
Membership No.: 039434

Place: Mumbai
Date: May 28, 2021

For and on behalf of the Board of Directors

H V Gowthama
Director
DIN: 00250122

Ram N Agarwal
Chairman & Managing Director
DIN: 00006399

Sandeep Kumar Goyal
Executive Director & CFO
DIN: 03023842

Sujata Pratik Shaha
Company Secretary

Place: Bengaluru
Date: May 28, 2021

WeP Solutions Limited

Consolidated Statement of Changes in Equity for the year ended March 31, 2021

STATEMENT OF CHANGES IN EQUITY

A. Equity Share Capital

Particulars	As at March 31, 2021	As at March 31, 2020
Balance at the beginning of the reporting year	26,31,69,545	26,20,98,545
Changes in equity share capital during the year / period	-	10,71,000
Balance at the end of the reporting year / period	**26,31,69,545**	**26,31,69,545**

B. Other Equity

Particulars	Reserves and Surplus					Total
	Capital Reserve	General Reserve	Securities Premium	Stock Options Outstanding	Retained Earnings	
Opening Balance at April 1, 2019	**3,13,27,459**	**15,64,879**	**13,99,92,185**	**1,25,19,359**	**(1,37,20,547)**	**17,16,83,335**
Share Issue Expenses					(10,000)	(10,000)
Profit for the year					(2,12,07,855)	(2,12,07,854)
Other Comprehensive Income for the year					9,890	9,890
Transfer to General Reserve		9,36,169		(9,36,169)		-
Transfer from Stock Options Outstanding a/c			43,60,323	(43,60,323)		-
Employee stock options expense				19,11,270		19,11,271
Closing Balance as at March 31, 2020	**3,13,27,459**	**25,01,048**	**14,43,52,508**	**91,34,137**	**(3,49,28,512)**	**15,23,86,642**
Opening Balance at April 1, 2020	**3,13,27,459**	**25,01,048**	**14,43,52,508**	**91,34,137**	**(3,49,28,512)**	**15,23,86,642**
Share Issue Expenses			(24,59,809)		(8,50,000)	(33,09,809)
Profit for the year / period					(1,11,42,843)	(1,11,42,850)
Other Comprehensive Income for the year net of taxes					3,23,287	3,23,287
Transfer to General Reserve		4,44,826		(4,44,826)		-
Employee stock options expense				25,62,201		25,62,201
Closing Balance as at March 31, 2021	**3,13,27,459**	**29,45,874**	**14,18,92,699**	**1,12,51,512**	**(4,65,98,073)**	**14,08,19,471**

a) ***Capital Reserve*** - This represents the value of bargain purchase gain upon acquisition and is not freely available for distribution

b) **Retained Earnings / General Reserve –** These are free reserves that are available for distribution of dividends. Retained earnings comprises of the Company's undistributed earnings after taxes.

c) **Securities Premium Reserve:** Securities premium reserve is used to record the premium on issue of shares. The reserve is utilized in accordance with the provision of section 52 of the Companies Act, 2013.

d) **Share Option Outstanding Account -** The share option outstanding account is used to recognize the value of equity-settled sharebased payments provided to employees, including key management personnel.

e) **Other Comprehensive Income:** Changes in the fair value of financial instruments measured at fair value through other comprehensive income and actuarial gains and losses on defined benefit plans are recognized in other comprehensive income (net of taxes), and presented within equity as other comprehensive income.

See Accompanying Notes to the Financial Statements

As per our report attached

For and on behalf of the Board of Directors

For N M Raiji & Co
Chartered Accountants
Firm Reg. No.: 108296W

Vinay D Balse
Partner
Membership No.: 039434

Place: Mumbai
Date: May 28, 2021

H V Gowthama
Director
DIN: 00250122

Ram N Agarwal
Chairman & Managing Director
DIN: 00006399

Sandeep Kumar Goyal
Executive Director & CFO

Sujata Pratik Shaha
Company Secretary

Place: Bengaluru
Date: May 28, 2021

Corporate Information

The consolidated financial statements comprise financial statements of WeP Solutions Limited (the Group) and its 100% subsidiary, WeP Digital Services Limited (formerly known as eRM solutions private limited) (collectively, the Group) for the year ended March 31, 2021. The Group is a public Group domiciled in India and is incorporated under the provisions of the Companies Act. Its shares are listed on Bombay Stock Exchange and the registered office of the Group is located at 40/1-A, Basappa complex, Lavelle Road, Bangalore - 560001.

The Group is principally engaged in the business of providing Managed Printing Solutions and Services, Manufacturing and distribution of Retail billing products and providing digital services like GST, Document Management solutions etc., to both enterprise and retail customers pan India.

1. Significant Accounting Policies and Other explanatory information to the Consolidated Financial Statements for the period ended March 31, 2021

A. Significant Accounting Policies

The significant accounting policies applied by the Group in the preparation of its Consolidated financial statements are listed below. Such accounting policies have been applied consistently to all the periods presented in these Consolidated financial statements, unless otherwise indicated.

A.1. Statement of Compliance

These Consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amneded from time to time.

A.2. Basis of Consolidation

a) Basis of preparation

These Consolidated financial statements have been prepared in Indian Rupees (₹) which is the functional currency of the Group.

These Consolidated financial statements have been prepared on historical cost basis, except for certain financial instruments which are measured at fair value or amortised cost at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods or services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities have been classified as current and non-current as per the Parent Group's normal operating cycle.

b) Principles of Consolidation

i) The Consolidated Financial statements of the Group and its subsidiary have been consolidated on a line by line basis by adding together the book value of like items of assets, liabilities, income and expenses, after fully eliminating the intra-group balances and transactions resulting in unrealised profits and losses.

ii) The Consolidated Cash Flow Statement have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to in the same manner as the Group's separate financial statements.

c) The Consolidated Financial Statements include the financial statements of WeP Solutions Limited and its wholly-owned subsidiary, WeP Digital Services Limited.

A.3. Use of Estimates

The preparation of these consolidated financial statements is in conformity with the recognition and measurement principles of Ind AS which requires the management of the Group to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures of contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Changes in estimates are reflected in the financial statements in the period in which the changes are made.

Significant judgements and estimates relating to the carrying amounts of assets and liabilities include useful lives of property, plant and equipment and intangible assets, impairment of property, plant and equipment, intangible assets, provision for employee benefits and other provisions and recoverability of deferred tax assets.

A.4. Revenue Recognition

The Group earns revenue primarily from Managed Printing Solutions and Services, Manufacturing and Distribution of Retail Billing Products and providing Digital Services like GST etc. to both enterprise and retail customers, pan India.

Effective April 1, 2018, the group has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Group has adopted Ind AS 115 using the cumulative catch-up method. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those products or services.

- Contracts with customers are considered for revenue recognition only if (a) the contract having commercial substance is approved and the parties have committed to perform their respective obligations; (b) respective rights of the parties with respect to goods or services to be transferred are identified; (c) the payment terms for goods or services to be transferred are clear and (d) it is probable that consideration would be collected in exchange for the goods or services that would be transferred to the customer. At the inception of the contract, either a transfer of distinct good or service to the customer or a series of distinct goods and services that are substantially the same and that have the same pattern of transfer to the customer are identified as performance obligation. Revenue is recognised when the performance obligation is satisfied by transferring the promised good or service to a customer and the customer obtains controls over it.
- Revenue from sale of devices is recognised at the point in time when the physical possession is transferred and the right to receive payment is established

Dividend income from investments is recognised when the shareholder's right to receive payment has been established. Interest income is recognised on a time proportion basis.

A.5. Inventories

Inventories are stated at lower of cost and net realizable value. Cost is determined using the weighted average method. Costs comprise direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Net realisable value is the price at which the inventories can be realised in the normal course of business, after allowing for the cost of conversion from their existing state to a finished condition and for the cost of selling and distribution.

Obsolete, slow moving and defective inventories are identified from time to time and where necessary, a provision is made for such inventories.

A.6. Property, Plant and Equipment

An item of property, plant and equipment is recognised as an asset if it is probable that future economic benefits associated with the item will flow to the Group and its cost can be measured reliably. This recognition principle is applied to the costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it. Borrowing Cost directly attributable to the construction on production of qualifying assets are capitalised as a part of cost. All other repair and maintenance costs, including regular servicing, are recognised in the Statement of Profit and Loss, as and when incurred.

All property, plant and equipment are stated at cost of acquisition or construction, less accumulated depreciation and impairment loss, if any. Cost includes all direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use. Capital Work-in-Progress is stated at cost, comprising of direct cost and related incidental expenditure.

The gain or loss arising on disposal of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset, and is recognised in the Statement of Profit and Loss.

A.7. Intangible Assets

Software costs, both acquired and internally generated, are recognised as intangible assets only where they are clearly linked to long term economic benefits for the Group. They are amortized on a straight-line basis over their estimated useful lives. All other costs on software are expensed in the Statement of Profit and Loss as and when incurred.

Expenditure during development phase of internally generated software is recognized as intangible assets if all of the following conditions are met:

i) completion of the development is technically feasible;

ii) it is the intention to complete the intangible asset and use or sell it;

iii) it is clear that the intangible asset will generate probable future economic benefits;

iv) adequate technical, financial and other resources to complete the development and to use or sell the intangible asset are available; and

v) it is possible to reliably measure the expenditure attributable to the intangible asset during its development.

Recognition of costs as an asset is ceased when the project is complete and available for its intended use, or if these criteria no longer apply.

Where development activities do not meet the conditions for recognition as an asset, any associated expenditure is treated as an expense in the period in which it is incurred

A.8. Depreciation and Amortization of property, plant and equipment and intangible assets

Depreciation or amortization is provided on the straight-line method over the useful lives of assets estimated by the management. The estimated useful lives of assets are as follows:

Assets	Useful Life applied (In Years)
Computers	3.00
Furniture and Fixtures - Owned Premises	10.00
Furniture and Fixtures - Leased Premises	5.00
Office Equipment	5.00
Plant and Equipments including Electrical installations	4.00
Computer Peripherals - on Use and Pay	4.00
Vehicles	8.00
Air Conditioners	4.00
Moulds, Dies & Patterns	5.00
Building	30.00

Intangible assets are amortized over their respective individual estimated useful lives as estimated by the management on a straight-line basis as follows:

Assets	Amortization in Yrs
Computer Software – ERP Systems	4.00
Computer Software	2.00
Technical Know-how	5.00

A.9. Impairment of Assets

At each balance sheet date, the Group reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that the carrying amount of those assets may not be recoverable through continuing use.

If any such indication exists, the recoverable amount of the asset is reviewed in order to determine the extent of impairment loss, if any. Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of the fair value, less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value, using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset, for which the estimates of future cash flows have not been adjusted. An impairment loss is recognised in the Statement of Profit and Loss as and when the carrying amount of an asset exceeds its recoverable amount.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately.

A.10. Foreign Currency Transactions

The financial statements of the Group are presented in INR, which is the functional currency of the Group and the presentation currency for the financial statements. Foreign currency transactions are recorded at the exchange rate prevailing on the date of transaction.

At the end of each reporting period, all monetary items denominated in foreign currencies are translated at the rates prevailing as at the balance sheet date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

The exchange difference arising on account of the difference between the rates prevailing on the date of transaction and on the date of settlement, as also on translation of monetary items at the end of the year is recognized as income or expense, as the case may be, in the Statement of Profit and Loss for the year.

A.11. Financial Instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss, are immediately recognised in the Statement of Profit and Loss.

Effective interest method:

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

a) Financial Assets

Financial assets at amortised cost:

Financial assets are subsequently measured at amortised cost, if these financial assets are held within a business model whose objective is to hold these assets, in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Investment in subsidiaries / associates are accounted at cost.

Financial assets measured at fair value:

Financial assets are measured at fair value through other comprehensive income, if these financial assets are held within a business model, whose objective is to hold these assets in order to collect contractual cash flows, or to sell these financial assets, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets not measured at amortised cost, or at fair value through other comprehensive income, are carried at fair value through profit or loss.

Impairment of financial assets:

The Group assesses, on a forward looking basis, the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Derecognition of financial assets:

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

b) Financial liabilities and equity instruments

Classification as debt or equity:

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments:

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity is recorded at the proceeds received, net of direct issue costs.

Financial Liabilities:

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method.

Interest-bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in accordance with the Group's accounting policy for borrowing costs.

Derecognition of financial liabilities:

The Group derecognises financial liabilities when the Group's obligations are discharged, cancelled or they expire.

A.12. Employee Benefits

i) Short Term Employee Benefits:

Short Term Employees Benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related services is rendered.

ii) Other long-term employee benefit obligations:

Leave Encashment: Liability in respect of leave encashment as at the balance sheet date is determined based on actuarial valuation, by using the Projected Unit Credit Method and gains / losses for the year are recognized immediately in the Statement of Profit and Loss.

iii) Post Employment Benefits

Provident Fund: The Group contributes monthly at a determined rate. These contributions are remitted to the Employee Provident Fund Commissioner office and are charged to the Statement of Profit and Loss on accrual basis.

Gratuity: The Group provides for gratuity (a defined benefit retirement plan) to all the eligible employees. The benefit is in the form of lump sum payments to vested employees on retirement, on death while in employment, or termination of employment for an amount equivalent to 15 days' salary, payable for each completed year of service. Vesting occurs on completion of five years of service. Liability in respect of gratuity as at the balance sheet date is determined on the basis of actuarial valuation, using the Projected Unit Credit Method. Re-measurement gains and losses of the net defined benefit liability / (asset) are recognised immediately in other comprehensive income. The service cost, net interest on the net defined benefit liability / (asset) is treated as a net expense within employment costs and are recognized immediately in the Statement of Profit and Loss.

iv) Employee Stock Options

All employee services received in exchange for the grant of any share based remuneration are measured at their fair values. These are indirectly determined by reference to the fair value of the share options awarded. Their value is appraised at the grant date and excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets).

All share-based remuneration is ultimately recognised as an expense in the Statement of Profit and Loss, with a corresponding credit to Employee Stock Compensation Reserve. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. Estimates are subsequently revised, if there is any indication that the number of share options expected to vest differs from previous estimates. Once vested, no adjustment is made to expense recognised in prior periods if, ultimately, fewer share options are exercised than originally estimated. Upon exercise of share options, the proceeds received (net of any directly attributable transaction costs) up to the nominal value of the shares issued are allocated to share capital with any excess being recorded as Securities Premium.

A.13. Borrowing Costs

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of those assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for intended use. All other borrowing costs are recognised as an expense in the Statement of Profit and Loss in the period in which they are incurred.

A.14. Earning Per Share

In accordance with the Ind AS 33 “Earnings Per Share”, basic / diluted earnings per share is computed by taking the weighted average number of shares outstanding during the period.

A.15. Taxation

Tax expense for the year comprises of current tax and deferred tax.

The tax currently payable is based on the taxable profit for the year. Taxable profit differs from net profit, as reported in the Statement of Profit and Loss, because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group’s liability for current tax is calculated using tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the Consolidated financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences. In contrast, deferred tax assets for all deductible temporary differences and unused tax losses are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

Deferred tax assets are reviewed at each balance sheet date for the appropriateness of their respective carrying values.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax are recognised as an expense or income in the Statement of Profit and Loss, except when they relate to items credited or debited either in other comprehensive income or directly in equity, in which case the tax is also recognised in other comprehensive income or directly in equity.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Group will pay normal income tax during the specified period. Accordingly, MAT entitlement is recognised as an asset in the Balance Sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with it will fructify. Such asset is reviewed at each balance sheet date and the carrying amount of MAT credit asset is written down to the extent there is no longer a convincing evidence for the effect that the Group will pay normal income tax during the specified period.

A.16. Warranty Cost

The Group accrues the estimated cost of warranties at the time when the revenue is recognised. The accruals are based on the Group's historical experience of material usage and service delivery cost.

A.17. Provisions

Provisions are recognized in the balance sheet when the Group has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation at the balance sheet date. When appropriate, provisions are measured on a discounted basis.

Constructive obligation is an obligation that derives from a Group's actions where:

a) by an established pattern of past practice, published policies or a sufficiently specific current statement, the Group has indicated to other parties that it will accept certain responsibilities; and

b) as a result, the Group has created a valid expectation on the part of those other parties that it will discharge those responsibilities.

A.18. Leases

The Group's lease asset classes primarily consist of leases for land and buildings. The Group, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contracts existing and entered into on or after April 1, 2019.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Group's long term borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero. The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets (assets of less than INR 5,000 in value). The Group recognises the lease payments associated with these leases as an expense over the lease term.

A.19. Cash and Cash Equivalents

Cash and cash equivalents include cash in hand, demand deposits with bank, and other short term highly liquid investments, with original maturities of 3 months or less.

WeP Solutions Limited

Note 2: Property, Plant and Equipment

Particulars	Leasehold - Land	Building - Factory	Plant & Equipment	Moulds,Dies & Patterns	Computers	Computer Peripherals - On Use and Pay	Furniture & Fixture	Right of Use As-set-Leased Building	Vehicles	Total	Capital work in progress
Year ended March 31, 2020											
Gross carrying amount											
Opening gross carrying amount	6,68,56,988	3,82,82,641	64,37,680	1,01,42,148	1,39,70,927	41,37,86,679	44,68,983	-	5,86,258	55,45,32,304	2,56,44,968
Additions	-	-	2,82,741	7,25,000	8,91,038	9,66,77,924	1,72,264	3,83,22,806	-	13,70,71,773	
Disposals	-	-	-	-	-	1,88,53,283	2,94,876	-	-	1,91,48,159	
Adjustments	-	-	-	-	-	-	-	-	-	-	-
Closing gross carrying amount	**6,68,56,988**	**3,82,82,641**	**67,20,421**	**1,08,67,148**	**1,48,61,965**	**49,16,11,320**	**43,46,371**	**3,83,22,806**	**5,86,258**	**67,24,55,918**	**2,17,01,340**
Accumulated Depreciation											
Opening accumulated depreciation	24,16,518	41,72,682	47,05,220	35,13,730	86,74,106	23,12,46,133	18,77,815	-	3,28,731	25,69,34,935	
Depreciation charge during the year	8,05,506	14,14,005	10,85,243	20,91,448	34,55,555	9,92,39,280	5,43,318	1,37,74,046	99,405	12,25,07,806	
Disposals	-	-	-	-	-	1,72,49,951	1,19,780	-	-	1,73,69,731	
Adjustments	-	-	-	-	-	-	-	-	-	-	-
Closing accumulated depreciation	**32,22,024**	**55,86,687**	**57,90,463**	**56,05,178**	**1,21,29,661**	**31,32,35,462**	**23,01,353**	**1,37,74,046**	**4,28,136**	**36,20,73,010**	
Net carrying amount	***6,36,34,964***	***3,26,95,954***	***9,29,958***	***52,61,970***	***27,32,304***	***17,83,75,858***	***20,45,018***	***2,45,48,760***	***1,58,122***	***31,03,82,908***	***2,17,01,340***
Year ended March 31, 2021											
Gross carrying amount											
Opening gross carrying amount	6,68,56,988	3,82,82,641	67,20,421	1,08,67,148	1,48,61,965	49,16,11,320	43,46,371	3,83,22,806	5,86,258	67,24,55,918	2,17,01,340
Additions	-	-	36,61,970	5,09,760	24,61,357	3,95,11,599	73,43,752	43,83,147	-	5,78,71,583	-
Disposals	-	-	94,519	-	37,669	2,96,70,870	52,042	2,01,55,542	-	5,00,10,642	
Adjustments	-	-	-	-	-	-	-	-	-	-	-
Closing gross carrying amount	**6,68,56,988**	**3,82,82,641**	**1,02,87,872**	**1,13,76,908**	**1,72,85,653**	**50,14,52,049**	**1,16,38,081**	**2,25,50,411**	**5,86,258**	**68,03,16,859**	**1,93,52,138**
Accumulated Depreciation											
Opening accumulated depreciation	32,22,024	55,86,687	57,90,463	56,05,178	1,21,29,661	31,32,35,462	23,01,353	1,37,74,046	4,28,136	36,20,73,010	
Additions	8,05,506	14,14,005	10,55,785	21,97,381	24,02,095	8,53,84,264	15,29,123	96,62,804	79,062	10,45,30,025	
Disposals	-	-	94,519	-	37,669	2,85,49,909	51,423	93,58,208	-	3,80,91,728	
Adjustments	-	-	-	-	-	-	-	-	-	-	-
Closing accumulated depreciation	**40,27,530**	**70,00,692**	**67,51,729**	**78,02,559**	**1,44,94,087**	**37,00,69,817**	**37,79,053**	**1,40,78,642**	**5,07,198**	**42,85,11,307**	
Net carrying amount	***6,28,29,458***	***3,12,81,949***	***35,36,143***	***35,74,349***	***27,91,566***	***13,13,82,232***	***78,59,028***	***84,71,769***	***79,060***	***25,18,05,554***	***1,93,52,138***

Note:

a) Details of assets offered as security is provided in Note 10

b) Leasehold Land is the land situated at Baddi, Himachal Pradesh, which has been obtained under a 85 years lease from the Department of Industries, Himachal Pradesh.

Note 3: Intangible Assets

Particulars	Computer Software	Computer Software - ERP System	Total	Capital work in progress
Year ended March 31, 2020				
Gross carrying amount				
Opening gross carrying amount	1,46,09,083	1,64,35,478	3,10,44,561	-
Additions	6,30,500	-	6,30,500	
Disposals	-	-	-	
Adjustments	-	-		
Closing gross carrying amount	**1,52,39,583**	**1,64,35,478**	**3,16,75,061**	**-**
Accumulated Depreciation				
Opening accumulated depreciation	1,04,14,474	40,26,532	1,44,41,007	
Depreciation charge during the year	24,54,660	40,68,561	65,23,221	
Disposals	-	-	-	
Adjustments	-	-		-
Closing accumulated depreciation	**1,28,69,134**	**80,95,093**	**2,09,64,228**	
Net carrying amount	***23,70,449***	***83,40,385***	***1,07,10,832***	**-**
Year ended March 31, 2021				
Gross carrying amount				
Opening gross carrying amount	1,52,39,583	1,64,35,478	3,16,75,061	-
Additions	-	-	-	
Disposals	-	-	-	
Adjustments	-	-	-	-
Closing gross carrying amount	**1,52,39,583**	**1,64,35,478**	**3,16,75,061**	**-**
Accumulated Depreciation				
Opening accumulated depreciation	1,28,69,134	80,95,093	2,09,64,227	
Additions	14,31,041	40,68,561	54,99,602	
Disposals	-	-	-	
Adjustments	-	-	-	-
Closing accumulated depreciation	**1,43,00,175**	**1,21,63,654**	**2,64,63,829**	
Net carrying amount	***9,39,408***	***42,71,824***	***52,11,232***	**-**

Note:

a) Computer Software includes capitalised development costs being an internally generated intangible asset.

Note 4: Financial Assets

4 (a) Trade Receivables

Particulars	As at March 31, 2021	As at March 31, 2020
Trade Receivables	22,48,95,510	22,15,02,643
Receivables from related parties	-	-
Allowances for Credit Losses	(9,45,86,169)	(8,74,02,104)
Total Receivables	**13,03,09,341**	**13,41,00,539**
Current portion	13,03,09,341	13,41,00,539
Non-current portion	**-**	**-**

Break-Up of Security details

Particulars	As at March 31, 2021	As at March 31, 2020
Outstanding for more than six months from the due date		
Secured, considered good	-	-
Unsecured, considered good	1,24,77,390	1,17,43,656
Receivables which have significant Credit Risk	9,25,32,415	8,61,27,807
	10,50,09,805	**9,78,71,463**
Allowances for Credit Losses	(9,25,32,415)	(8,61,27,808)
Sub Total	**1,24,77,390**	**1,17,43,655**
Other receivables		
Secured, considered good	-	-
Unsecured, considered good	11,78,31,951	12,23,56,884
Receivables which have significant Credit Risk	20,53,754	12,74,296
	11,98,85,705	12,36,31,180
Allowances for Credit Losses	(20,53,754)	(12,74,296)
Sub Total	**11,78,31,951**	**12,23,56,884**
Total Trade Receivables	**13,03,09,341**	**13,41,00,539**

4 (b) Cash and Cash Equivalents

Particulars	As at March 31, 2021	As at March 31, 2020
Balances with Banks		
- in current accounts	52,99,386	11,24,998
Total cash and cash equivalents	**52,99,386**	**11,24,998**

4 (c) Other Financial Assets

Particulars	As at March 31, 2021	As at March 31, 2020
Non current		
Security Deposits	72,22,504	78,87,974
Other Deposits	12,45,519	12,40,519
Margin money deposits with bank	6,90,604	6,50,573
Total other financial assets - non current	**91,58,627**	**97,79,066**
Current		
Security Deposits	22,12,888	34,79,888
Other Deposits	4,12,846	3,17,980
Margin money deposits with bank	1,00,000	1,00,000
Interest accrued on margin money deposits with bank	4,603	4,641
Total other financial assets - current	**27,30,337**	**39,02,509**

4 (d) Other Bank Balances

Particulars	As at March 31, 2021	As at March 31, 2020
Balance in Unclaimed Dividend Accounts with Banks	14,90,330	14,64,258
Total other Bank balances	**14,90,330**	**14,64,258**

Note 5: Deferred Tax Assets

Particulars	As at March 31, 2021	As at March 31, 2020
Tax losses	-	-
Defined Benefit obligations & allowance on payment basis	48,52,055	46,43,417
Allowance for doubtful debts - trade receivables	2,62,72,781	2,42,95,467
Others	17,94,773	12,12,284
Total deferred tax assets	**3,29,19,609**	**3,01,51,168**
Depreciation on Property, plant and equipment	85,603	51,24,595
Total deferred tax liability	**85,603**	**51,24,595**
Net deferred tax assets	**3,28,34,006**	**2,50,26,573**
MAT Credit Receivable	58,91,822	1,21,45,314
Net deferred tax assets	**3,87,25,828**	**3,71,71,887**

Note 6: Other Non Current Assets

Particulars	As at March 31, 2021	As at March 31, 2020
Prepayments	8,12,362	7,63,139
Taxes / Refunds recoverable	3,42,52,129	3,51,73,749
Total other non-current assets	**3,50,64,491**	**3,59,36,888**

Note 7: Inventories

Particulars	As at March 31, 2021	As at March 31, 2020
(At lower of cost and net realisable value)		
Raw Materials		
- In Stock	1,50,40,536	2,12,51,206
- In Transit	-	-
Work-in-progress	26,84,442	17,92,100
Finished goods		
- In Stock	45,48,749	35,15,284
- In Transit	14,26,853	32,38,441
Traded goods		
- In Stock	6,48,81,512	3,64,58,779
- In Transit	13,71,532	1,845
Spares and Consumables		
- In Stock	4,59,63,545	5,78,14,231
- In Transit	53,888	3,73,395
Total Inventories	**13,59,71,057**	**12,44,45,281**

Note 8: Other Current Assets

Particulars	As at March 31, 2021	As at March 31, 2020
Prepayments	4,19,18,649	61,40,339
Balance with Excise / Customs / GST input credit	3,53,34,604	3,33,23,143
Claims Receivable	19,44,017	9,06,392
Total other current assets	**7,91,97,270**	**4,03,69,874**

Note 9(a): Equity Share Capital

i) Authorised Equity Share Capital

Particulars	As at March 31, 2021	As at March 31, 2020
4,00,00,000 Equity Shares of Rs. 10 each (2020-3,00,00,000 Equity Shares)	40,00,00,000	30,00,00,000
Total	**40,00,00,000**	**30,00,00,000**

ii) Issued, Subscribed and paid up capital

Particulars	As at March 31, 2021	As at March 31, 2020
2,63,16,272 Equity Shares of Rs 10 each fully paid up (2020 - 2,63,16,272)	26,31,96,545	26,31,96,545
Total	**26,31,96,545**	**26,31,96,545**

iii) Movements in Equity Share Capital

Particulars	Number of shares	Amount
As at April 1, 2019	2,62,09,272	26,20,98,545
Exercise of options - proceeds received	1,07,100	10,71,000
As at March 31, 2020	**2,63,16,372**	**26,31,69,545**
As at March 31, 2021	**2,63,16,372**	**26,31,69,545**

Terms and rights attached to equity shares

Equity shares have a par value of INR 10. They entitle the holder to participate in dividends, and to share in the proceeds of winding up the company in proportion to the number of and amounts paid on the shares held.

Every holder of equity shares present at a meeting in person or by proxy, is entitled to one vote per share

Shares reserved for issue under options

Information relating to ESOP plans of the Group companies, including details of the options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting period, is set out in Note 25.

iv) **Shares in the Company held by each shareholder holding more than 5 percent of the Shares:**

Particulars	As at March 31, 2021	As at March 31, 2020
RNAWEP Investments Private Limited		
No of Shares	32,60,403	32,60,403
% Holding	12.39%	12.39%
Ram N Agarwal		
No of Shares	19,73,014	19,73,014
% Holding	7.50%	7.50%
WeP Peripherals Limited		
No of Shares	40,90,361	40,90,361
% Holding	15.54%	15.54%
Wipro Limited		
No of Shares	18,36,000	18,36,000
% Holding	6.98%	6.98%
Sharad Kanayalal Shah		
No of Shares	14,00,000	15,02,359
% Holding	5.32%	5.71%

v) **Aggregate Number of Shares Issued for Consideration other than Cash**

Particulars	As at March 31, 2021	As at March 31, 2020
Shares issued as consideration for acquisition of business	2,22,13,645	2,22,13,645

Note 9(b): Reserves and Surplus

Particulars	As at March 31, 2021	As at March 31, 2020
Securities Premium	14,18,92,699	14,43,52,508
Share options outstanding account	1,12,51,512	91,34,137
Capital Reserve	3,13,27,459	3,13,27,459
General Reserve	29,45,874	25,01,048
Retained earnings	(4,65,98,073)	(3,49,28,512)
Total reserves and surplus	**14,08,19,471**	**15,23,86,642**

i) **Securities Premium**

Particulars	As at March 31, 2021	As at March 31, 2020
Opening Balance	14,43,52,508	13,99,92,185
Exercise of Options	-	43,60,323
Rights Issue Expenses	(24,59,809)	-
Closing Balance	**14,18,92,699**	**14,43,52,508**

ii) Share Options Outstanding Account

Particulars	As at March 31, 2021	As at March 31, 2020
Opening Balance	91,34,137	1,25,19,357
Employee stock options expense	25,62,201	19,11,273
Transfer to Securities Premium on exercise of options	-	(43,60,323)
Transfer to General Reserve	(4,44,826)	(9,36,169)
Closing Balance	**1,12,51,512**	**91,34,137**

iii) Capital Reserve

Particulars	As at March 31, 2021	As at March 31, 2020
Opening Balance	3,13,27,459	3,13,27,459
Closing Balance	**3,13,27,459**	**3,13,27,459**

iv) General Reserve

Particulars	As at March 31, 2021	As at March 31, 2020
Opening Balance	25,01,048	15,64,879
Transfer from Stock options outstanding	4,44,826	9,36,169
Closing Balance	**29,45,874**	**25,01,048**

v) Retained earnings

Particulars	As at March 31, 2021	As at March 31, 2020
Opening Balance	(3,49,28,512)	(1,37,20,547)
Net profit for the period	(1,11,42,848)	(2,12,07,855)
Share Issue expenses	(8,50,000)	(10,000)
Items of other comprehensive income		
Actuarial Gains / (Losses) net of taxes	3,23,287	9,890
Closing Balance	**(4,65,98,073)**	**(3,49,28,512)**

Note 10: Financial Liabilities

10(a) Borrowings

Particulars	As at March 31, 2021	As at March 31, 2020
Non Current		
Secured		
From Banks		
Term Loan	4,78,22,230	5,25,56,970
Unsecured		
From Other Parties		
Term Loan	50,00,000	50,00,000
Total Non Current Borrowings	**5,28,22,230**	**5,75,56,970**

Particulars	As at March 31, 2021	As at March 31, 2020
Current		
Loans Repayable on Demand		
Secured		
From Banks		
Cash Credit account	5,93,27,010	4,20,01,370
Total Current Borrowings	**5,93,27,010**	**4,20,01,370**

i) Cash Credit facilities are secured by hypothecation of Inventories & book debts of the company.

ii) Term Loan is repayable in 60 installments. It carries an interest rate of 8.75% p.a. and is secured by -

a) Primary Security: Hypothecation of Devices (Computers Peripherals - on Use and Pay) purchased using the term loan.

b) Collateral Security: Equitable Mortgage of Leasehold land situated at Baddi, Himachal Pradesh

iii) Term loan obtained under ECGLS amounting to Rs 1.79 Crores in December 2020 repayable in 36 monthly installments commencing from November 2021. It carries an interest rate of 9.25% and is secured by hypothecation of current assets on second charge basis with 100% credit guarantee by NCGTC.

iv) There is no brief of Loan Agreement

v) Term Loan from Others include the amount of unsecured loan taken from WeP Peripherals Limited by the subsidiary, WeP Digital Services Limited.

10(b) Trade Payables

Particulars	As at March 31, 2021	As at March 31, 2020
Current		
Trade payables	5,10,78,568	4,71,14,100
Trade payables to MSME	50,01,353	42,15,188
Total trade payables	**5,60,79,921**	**5,13,29,288**

10(c) Other Financial Liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Non Current		
Lease Liability	18,27,518	1,23,19,777
Total Non Current Financial Liabilities	**18,27,518**	**1,23,19,777**
Current		
Customer, Dealer and Other Deposits	1,83,63,980	1,83,38,071
Current maturities of Long Term Borrowings**	2,44,86,590	1,82,96,780
Capital Creditors	1,47,17,788	3,48,10,471
Unclaimed Dividend	14,90,331	14,64,258
Lease Liability	70,16,748	1,34,45,797
Total other current financial liabilities	**6,60,75,437**	**8,63,55,377**

***Refer footnote to Note No. 10(a)*

Note 11: Provisions

Particulars	As at March 31, 2021	As at March 31, 2020
Non Current		
Employee Benefits (Refer Note 24)	1,34,44,455	1,25,12,428
Total non current provisions	**1,34,44,455**	**1,25,12,428**
Current		
Employee Benefits (Refer Note 24)	8,77,923	5,62,537
Warranty expenses (Refer Note 28)	9,41,627	9,35,873
Total current provisions	**18,19,550**	**14,98,410**

Note 12: Other Liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Non Current		
Income received in advance	13,79,941	15,14,149
Total other Non Current Liabilities	**13,79,941**	**15,14,149**
Current		
Income received in advance	1,07,72,077	80,35,631
Advance from customers	7,25,361	32,69,183
Statutory payables	68,72,974	77,50,268
Other payables	39,44,219	52,89,937
Expenses payable	3,52,35,882	2,61,01,405
Total other Current Liabilities	**5,75,50,513**	**5,04,46,424**

Note 13: Revenue from Operations

Particulars	For the year April 1, 2020 to March 31, 2021	For the year April 1, 2019 to March 31, 2020
Sale of Products	28,75,35,084	22,67,39,237
Sale of Services	35,72,34,281	45,67,36,494
Other Operating Revenue	1,07,351	2,46,178
Total Revenue from Operations	**64,48,76,716**	**68,37,21,909**

Note 14: Other Income

Particulars	For the year April 1, 2020 to March 31, 2021	For the year April 1, 2019 to March 31, 2020
Interest Income on Financial Assets measured at amortised cost -		
Interest on Deposits with banks	58,292	1,93,696
Other Interest	2,65,073	19,30,714
Rental Income	19,80,000	26,45,000
Exchange Gain	-	3,628
Miscellaneous Income	11,40,520	28,58,183
Credit balances / Provision no longer required written back	11,70,471	13,29,871
Total Other income	**46,14,356**	**89,61,092**

Note 15: Cost of Materials Consumed

Particulars	For the year April 1, 2020 to March 31, 2021	For the year April 1, 2019 to March 31, 2020
Raw materials / Spares and consumables at the beginning of the year	7,94,38,833	7,90,83,129
Add : Purchases during the year / period	13,51,88,760	19,04,60,881
Less : Closing stocks	6,10,57,964	7,94,38,833
Total cost of material consumed	**15,35,69,629**	**19,01,05,177**

Note 16: Purchase of Stock-in-Trade

Particulars	For the year April 1, 2020 to March 31, 2021	For the year April 1, 2019 to March 31, 2020
Purchases of stock-in-trade	16,89,25,702	8,60,69,430
Total purchase of stock-in-trade	**16,89,25,702**	**8,60,69,430**

Note 17: Changes in Inventories of Work-in-Progress, Stock-in-Trade and Finished Goods

Particulars	For the year April 1, 2020 to March 31, 2021	For the year April 1, 2019 to March 31, 2020
Opening Stock		
Work-in-progress	17,92,100	18,33,535
Finished goods	67,53,725	27,12,226
Traded goods	3,64,60,623	1,78,34,510
Total opening stock	**4,50,06,448**	**2,23,80,271**
Closing Stock		
Work-in-progress	26,84,442	17,92,100
Finished goods	59,75,602	67,53,725
Traded goods	6,62,53,046	3,64,60,623
Total closing stock	**7,49,13,090**	**4,50,06,448**
Total changes in inventories of work-in-progress, stock-in-trade and finished goods	**(2,99,06,642)**	**(2,26,26,177)**

Note 18: Employee Benefit Expenses

Particulars	For the year April 1, 2020 to March 31, 2021	For the year April 1, 2019 to March 31, 2020
Salaries, wages and bonus	8,17,69,083	10,38,48,565
Gratuity and Leave encashment expense	35,39,961	31,86,371
Employee share-based payment expense	25,62,199	19,11,274
Contribution to provident and other fund	44,23,922	56,66,943
Staff welfare expenses	35,92,027	64,21,724
Total employee benefit expense	**9,58,87,192**	**12,10,34,877**

Note 19: Other Expenses

Particulars	For the year April 1, 2020 to March 31, 2021	For the year April 1, 2019 to March 31, 2020
Power and fuel	32,65,447	53,02,720
Insurance	9,15,041	8,32,121
Repairs & Maintenance - Buildings	5,63,148	10,71,897
Repairs & Maintenance - IT	1,32,83,591	1,18,34,285
Rent	44,83,917	65,95,348
Rates and taxes	20,20,171	19,97,288
Warranty Expenses	10,22,453	9,95,812
Carriage and Freight outwards	2,10,24,787	2,38,33,878
Commission on sales	35,29,978	45,20,793
Support Charges	1,04,42,478	1,40,31,727
Auditors' Remuneration		
for Audit fees	6,75,000	6,75,000
for Taxation matters	1,25,000	1,25,000
for Reimbursement of expenses	-	1,61,421
for Other Services	65,000	50,000
Advertisement and sales promotion	63,01,035	95,24,264
Directors' Commission and Sitting fees	13,70,000	11,10,000
Loss on disposal of assets	7,33,269	17,27,928
Travelling and Conveyance	11,94,982	1,16,99,262
Communication Expenses	31,12,199	40,74,509
Legal and Professional charges	59,95,168	84,33,325
Manpower support service charges	4,67,85,931	5,42,99,308
Office Maintenance	59,80,938	87,57,440
Cloud Expenses	44,46,309	30,05,619
Provision for doubtful debts / advances	71,54,065	61,40,059
Exchange Differences (Net)	22,34,560	9,63,622
Recruitment Expenses	2,65,004	7,17,074
Bank Charges	15,04,750	4,77,271
Miscellaneous expenses	9,71,204	13,54,044
Total other expenses	**14,94,65,425**	**18,43,11,015**

Note 20: Finance Costs

Particulars	For the year April 1, 2020 to March 31, 2021	For the year April 1, 2019 to March 31, 2020
Interest Expenses	1,31,60,643	1,25,06,269
Other Borrowing costs	7,82,505	8,44,233
Total Finance Costs	**1,39,43,148**	**1,33,50,502**

Note 21: Depreciation and Amortisation Expense

Particulars	For the year April 1, 2020 to March 31, 2021	For the year April 1, 2019 to March 31, 2020
Depreciation of property, plant and equipment	9,48,67,221	10,87,33,762
Amortisation of Right to use assets	96,62,804	1,37,74,046
Amortisation of intangible assets	54,99,602	65,23,221
Total depreciation and amortisation expense	**11,00,29,627**	**12,90,31,029**

Note 22: Related Party Transactions

22(A) List of related parties

Name of Related Party	Relationship
Ram Narayan Agarwal	Chairman & Managing Director; Promoter
Suresh C Senapaty	Subsidiary Company - Chairman & Director
G H Visweswara	Independent Director
Dr. A L Rao	Non-Executive Director
H V Gowthama	Independent Director
Mythily Ramesh	Independent Director
Shankar Jaganathan	Independent Director
Sandeep Kumar Goyal	Executive Director & Chief Financial Officer
S. Pradeep	Subsidiary Company- Chief Financial Officer
Sanjeev Arora	Subsidiary Company- Managing Director & Chief Executive Officer
Sujata Pratik Shaha	Company Secretary & Compliance Officer
Cimplyfive Corporate Secretarial Services Private Limited	Company in which Director is Interested
wep solutions india limited	Promoter Group
RNAWEP Investments Private Limited	Promoter Group
WeP Peripherals Limited	Promoter
Elnova Private Limited	Subsidiary of WeP Peripherals Limited
E-peripherals Trading Limited	Company in which Director is interested

22(B) Transactions with Key Management Personnel

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Remuneration paid to Key Management Personnel	1,31,28,691	1,17,89,319

22(C) Transaction with other related parties

Transactions	WeP Peripherals Limited	
	For the year ended March 31, 2021	For the year ended March 31, 2020
Purchase of Goods and Services (excluding taxes)	38,66,990	30,38,840
Interest paid	5,25,000	2,86,209
Loan outstanding	50,00,000	50,00,000
Transactions	**Elnova Private Limited**	
	For the year ended March 31, 2021	For the year ended March 31, 2020
Purchase of Goods and Services (excluding taxes)	4,00,000	-

Note 23: Revenue from Contracts with Customers

Disaggregate revenue information:

The table below presents disaggregated revenues from contracts with customers and the disaggregation best depicts how the nature, timing and uncertainty of revenue and cash flows are affected by market and economic factors:

Segment	For the year ended March 31, 2021	For the year ended March 31, 2020
a. Printer Business	26,53,09,775	20,05,96,977
b. MPS Business	35,04,15,173	44,87,96,207
c. Digital Services	2,91,51,768	3,43,28,725
	64,48,76,716	**68,37,21,909**

Performance Obligations:

a) The performance obligation is satisfied by transferring the promised good or service to a customer and the customer obtains controls over it.

b) The company payment terms range from advance to 60 days.

c) The Company earns revenue primarily from Managed Printing Solutions and Services, Manufacturing and Distribution of Retail Billing Products and providing Digital Services like GST etc. to both enterprise and retail customers, pan India.

d) The Company generally offers Standard warranties of 6 to 12 months for its products sold.

Note 24: Employee Benefit Plans

The Group provides to its employees following retirement benefits:

i) Gratuity

ii) Leave Accrual

Leave Accrual: The Group allows accumulation / encashment of leave. Such accumulation can be utilized by obtaining leave in the subsequent period employment or encashment at the time of separation. The obligation as on the balance sheet date is provided on the basis of actuarial valuation.

Gratuity: The Group provides for gratuity for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement / termination is the employees last drawn basic salary per month computed proportionately for 15 days salary for each completed year of service. The Group accounts for gratuity benefits payable in the future based on the actuarial valuation. The Group is exposed to actuarial risk with respect to this plan

The following table sets out the amounts recognised in the Consolidated financial statements for Gratuity

Principal Actuarial Assumptions

Particulars	As at March 31, 2021	As at March 31, 2020
Salary Escalation	7.00%	7.00%
Discount Rate (per annum)	6.40%	6.55%
Mortality	India Assured Lives Mortality (2006-2008)	India Assured Lives Mortality (2006-2008)

Amount recognized in the Balance Sheet are as follows

Particulars	As at March 31, 2021	As at March 31, 2020
Present value of Funded defined benefit obligation	86,68,210	83,24,257
Fair value of plan assets	(14,55,261)	(20,26,831)
Net Liability	**72,12,949**	**62,97,426**
Current	-	-
Non - current	72,12,949	62,97,426

Amount reflected in the Consolidated Statement of Profit & Loss is as follows

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Current Service Cost	10,10,178	12,47,966
Interest on Defined Benefit Obligation	4,08,403	3,69,146
Total	**14,18,581**	**16,17,112**

Amount recorded in Other Comprehensive Income

Particulars	As at March 31, 2021	As at March 31, 2020
Re-measurements during the period due to		
Changes in financial assumptions	64,255	6,21,405
Changes in demographic assumptions	-	17
Experience adjustments	(4,57,948)	(7,43,751)
Actual return on plan assets less interest on plan assets	(54,494)	1,06,315
Closing amount recognised in OCI outside profit and loss account	**(4,48,187)**	**(16,014)**

Reconciliation Statement

Particulars	As at March 31, 2021	As at March 31, 2020
a) Change in Defined Benefit Obligation		
Opening Defined Benefit Obligation	**82,83,692**	**72,96,673**
Current Service Cost	10,10,178	12,47,966
Interest on Defined Benefit Obligation	5,37,239	5,57,429
Actuarial Losses / (Gain)		
Re-measurements due to:		
Actuarial loss / (gain) arising from change in financial assumptions	64,255	6,21,405
Actuarial loss / (gain) arising from change in demographic assumptions	-	17
Actuarial loss / (gain) arising on account of experience changes	(4,57,948)	(7,43,751)
Benefits Paid	(8,09,771)	(6,96,047)
Closing Defined Benefit Obligation	**86,27,645**	**82,83,692**
b) Change in Fair Value of Assets		
Opening Fair Value of Plan Assets	**22,40,326**	**25,78,832**
Interest on plan assets	1,28,836	1,88,283
Re-measurements due to:		
Actual return on plan assets less interest on plan assets		
Contribution by Employer	54,870	1,69,258
Benefit Paid	(8,09,771)	(6,96,047)
Closing Fair Value of Plan Assets	**16,14,262**	**22,40,326**
c) Change in Net Liability / (asset)		
Opening net defined benefit liability / (asset)	62,56,862	48,25,022
Expense charged to Consolidated Statement of profit & loss	14,18,581	16,17,112
Amount recognised outside Consolidated Statement of profit & loss	(4,48,187)	(16,014)
Contribution by Employer	(54,870)	(1,69,258)
Closing net defined benefit liability / (asset)	**71,72,386**	**62,56,862**

Maturity Profile of defined benefit obligations

Particulars	As at March 31, 2021	As at March 31, 2020
1 year	4,44,689	6,61,561
2 to 5 years	44,90,918	37,57,958
6 to 9 years	25,60,162	31,66,220
10 years and Above	53,79,623	70,22,107

Note 25: Employee Stock Option Plan

The Group, from time to time, provides share based payments to its employees. These payments are provided in the form of stock options that can be exercised once the employee has completed specified service term with the Company. All share based employee remuneration would be settled in equity. The details of Stock options are provided below.

Particulars	ESOP 2011	ESOP 2016
Date of Shareholders' approval	27th Sep 2011	22nd Sep 2016
Total number of options approved under the scheme	6,00,000	6,00,000
Vesting Schedule		
On completion of 12 months from the date of grant of Options	30% vesting	30% vesting
On completion of 24 months from the date of grant of Options	30% vesting	30% vesting
On completion of 36 months from the date of grant of Options	40% vesting	40% vesting
Exercise Price	Rs.10 per share	Rs.10 per share
Exercise Period	5 years from the date of vesting	5 years from the date of vesting
Option movements during the year		
Options outstanding at the beginning of the year	1,37,600	2,60,000
Options granted during the year	-	-
Options Lapsed & Forfeited during the year	20,100	10,000
Options exercised during the year	-	-
Variations of terms of options	None	None
Money realised by exercise of options (Rs.)	-	-
Total number of options in force as at the end of the year	**1,17,500**	**2,50,000**
Vested and available for exercise	1,17,500	1,20,500
Unvested	-	1,29,500

Summary of the status of Options

Particulars	As at March 31, 2021	As at March 31, 2020
Options outstanding at the beginning of the year	3,97,600	4,11,900
Options granted during the year	-	1,85,000
Options Lapsed & Forfeited during the year	30,100	92,200
Options exercised during the year	-	1,07,100
Total number of options in force as at the end of the year	**3,67,500**	**3,97,600**

Note 26: Disclosures of dues / payments to Micro, Small and Medium enterprises to the extent such enterprises are identified by the Group:

Particulars	As at March 31, 2021	As at March 31, 2020
a. Amount due on account of suppliers as at the end of the accounting year	50,01,353	42,15,188
b. Principal amount paid (includes unpaid) beyond the appointed date	NIL	NIL
c. Interest paid during the year;	NIL	NIL
d. Interest payable at the end of the year;	NIL	NIL
e. Interest accrued and unpaid at the end of the accounting year; has not been provided.	NIL	NIL

The information has been given in respect of such vendors to the extent they could be identified as "Micro, Small and Medium" enterprises on the basis of information available with the Group.

Note 27: Earning Per Share (EPS) computed in accordance with Ind AS 33

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Basic		
Profit / (Loss) after tax as per accounts	(1,11,42,848)	(2,12,07,855)
Number of Shares issued (Weighted average No.)	2,63,16,372	2,62,53,957
Earning Per Share (of nominal value of equity share of Rs.10/- each)	**(0.42)**	**(0.81)**
Diluted		
Profit/ (Loss) after tax as per accounts	(1,11,42,848)	(2,12,07,855)
Number of Shares issued (Weighted average No.)	3,65,52,212	2,65,62,636
Earning Per Share (of nominal value of equity share of Rs.10/- each)	**(0.30)**	**(0.80)**

Calculation of Weighted average number of shares used as the denominator

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Weighted average number of equity shares used as the denominator in calculating basic earning per share	2,63,16,372	2,62,53,957
Adjustments for calculation of diluted earnings per share		
Stock options	3,67,500	3,08,679
Rights issue shares alloted in April 27, 2021	98,68,640	-
Weighted average number of equity shares used as the denominator in calculating diluted earning per share	**3,65,52,512**	**2,65,62,636**

Note 28: Warranty

The Group generally offers 6 to 12 months warranties for its products. Management estimates the related provision for future warranty claims based on historical warranty claim information, as well as recent trends that might suggest that past cost information may differ from future claims. Provision is made for estimated warranty claims in respect of products sold which are still under warranty at the end of the reporting period.

Movement in provision during the financial year	Warranty Provision	
Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Opening Provision	9,35,873	18,17,300
Additions during the year	9,41,627	9,35,873
Reversal during the year	9,35,873	18,17,300
Closing Provision	**9,41,627**	**9,35,873**

Note 30: Segment Reporting

For management purposes, the Group is organised into business units based on its products and services and has three reportable segments, as follows:

a) The Printers business which is into design, manufacturing and distribution of Retail Billing Printers, Ricoh products and other impact printer products

b) The Managed Printing Solutions (MPS) business which is into providing office printing solutions and services to corporate customers

c) The Digital Services business which is into providing Digital services like GST, document management etc.

Particulars	Printer Business		MPS Business		Digital Services		Total	
	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20
Revenue								
Net Sales / Income from Operations	26,53,09,775	20,05,96,977	35,04,15,173	44,87,96,207	2,91,51,768	3,43,28,725	64,48,76,716	68,37,21,909
Segment Revenue	**26,53,09,775**	**20,05,96,977**	**35,04,15,173**	**44,87,96,207**	**2,91,51,768**	**3,43,28,725**	**64,48,76,716**	**68,37,21,909**
Segment Result before exceptional items, depreciation, interest and tax	**(37,10,469)**	**20,34,362**	**12,47,05,465**	**13,98,90,511**	**(95,03,522)**	**(83,29,890)**	**11,14,91,474**	**13,35,94,983**
Less: Depreciation and amortisation expenses	78,77,154	65,23,177	10,04,95,429	11,96,55,741	16,57,044	28,52,112	11,00,29,627	12,90,31,029
Segment Result before exceptional items, interest and tax	**(1,15,87,623)**	**(44,88,815)**	**2,42,10,036**	**2,02,34,770**	**(1,11,60,566)**	**(1,11,82,002)**	**14,61,847**	**45,63,954**
Add: Interest Income							58,292	1,93,696
Less: Finance Cost							1,39,43,148	1,33,50,502
Profit before exceptional items and tax							**(1,24,23,009)**	**(85,92,852)**
Less: Exceptional item							-	-
Profit Before tax							**(1,24,23,009)**	**(85,92,852)**
Less: Tax Expenses							(12,80,161)	1,26,15,003
Profit After Tax							**(1,11,42,848)**	**(2,12,07,855)**
Other Information								
Segment Assets	24,97,21,119	19,46,09,882	44,82,16,167	52,10,29,979	1,63,78,303	1,54,50,518	71,43,15,589	73,10,90,379
Segment Liabilities	6,45,63,700	6,51,70,063	8,90,48,465	11,60,77,430	2,00,78,580	1,64,31,577	17,36,90,745	19,76,79,070
Capital Employed	**18,51,57,419**	**12,94,39,819**	**35,91,67,702**	**40,49,52,549**	**(37,00,277)**	**(9,81,059)**	**54,06,24,844**	**53,34,11,309**

Note 31: Percentage of contribution by Parent / Subsidiary

Particulars	Net Assets (Total Assets Less Total Liabilities)				Share in Profit			
	As a % of Consolidated Net Assets		Amount		As a % of Consolidated Net Profit / (Loss)		Amount	
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020
Parent:								
WeP Solutions Limited	103%	102%	41,69,99,680	4,23,107,168	42%	(2%)	(46,77,035)	4,51,393
Indian Subsidiary:								
WeP Digital Services Limited	(3%)	(2%)	(1,30,10,666)	(75,50,975)	58%	102%	(64,65,813)	(2,16,59,244)
Total	**100%**	**100%**	**40,39,89,016**	**41,55,56,193**	**100%**	**100%**	**(1,11,42,848)**	**(2,12,07,851)**

Note 29: Contingent Liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Claims against the company not acknowledged as debt		
Value Added Tax	16,58,492	16,58,492
Service Tax	5,81,29,154	5,81,29,154
Total	**5,97,87,646**	**5,97,87,646**

Note 32: Financial Instruments

This section gives an overview of the significance of financial instruments for the Group and provided additional information on balance sheet terms that contain financial instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expense are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 1 to the financial statements.

i) Classification of Financial Assets and Liabilities

All financial assets and financial liabilities are valued at amortised cost.

ii) Fair Value Hierarchy

There are no financial asset or liabilities of the Group, which, after their initial recognition, have been fair valued either during the year or in the previous year.

iii) Financial Risk Management Policies and Objectives

The Group, in the course of its business, is exposed to a variety of financial risks, viz., market risk, credit risk and liquidity risk which can adversely impact the financial performance. The Group endeavor is to foresee the unpredictability of financial markets and seek to minimise potential adverse effects on its financial performance. The Group has a risk management policy that which not only covers the foreign exchange risk but also other risks such as interest rate risk and credit risk which are associated with financial assets and liabilities.

A. Market Risk:

Market risk is the risk of any loss in future earnings, in realisable fair values or in future cash flows that may result from a change in the price of financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

B. Foreign currency exchange rate risk:

The fluctuations in foreign currency exchange rate may have a potential impact on the statement of profit and loss and equity. This arises from transactions entered into foreign currency and assets / liabilities which are denominated in a currency other than the functional currency of the Company.

The Group imports raw materials, traded goods, consumables etc and such transactions are denominated in US Dollars. The Group does not take major exposure in any other foreign currency. The group also exports services which are billed in US dollars. The Group has a hedging policy approved and reviewed by the Board of Directors to mitigate its risks. Details of foreign currency exposure in USD are as follows:

Particulars	As at March 31, 2021	As at March 31, 2020
Trade Receivables (Amount in INR)	2,48,336	1,86,792
Trade Receivables (Amount in USD)	3,400	2,478
Trade Payables (Amount in INR)	2,91,58,193	2,30,47,909
Trade Payables (Amount in USD)	4,02,836	3,05,756

C. Credit risk:

Credit risk is the risk of financial loss arising from counterpart failure to repay or service debt according to the contractual terms or obligations. Credit risk covers both the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks.

Trade receivables constitute the financial instruments that are exposed to credit risk. The Group policy is to deal only with credit-worthy counterparts. The Company management considers that all the financial assets that are not impaired for each of the reporting dates under review are of good credit quality, including those that are past due. None of the Group financial assets are secured by collateral or other credit enhancements.

The Group exposure to credit risk is limited to the carrying amount of financial assets recognised at the balance sheet date.

Note 33: Scheme of Arrangement

The Board of the Company vide resolution passed in the meeting held on 13th February 2020 had approved a Scheme of Arrangement whereby its wholly owned subsidiary M/s. WeP Digital Services Limited was proposed to be merged into the Company with 1st April 2020 as the appointed date pursuant to Section 233 of the Companies Act, 2013 under the fast track mode. The Regional Director, South East Region, Hyderabad vide order dated 10th September 2020 had not approved the same under the fast track mode. The Board of the Company at its meeting held on 28th December 2020 considered and approved a scheme of amalgamation pursuant to sections 230 to 232 and other relevant provisions of the Companies Act, 2013 with 1st April 2021 as the appointed date. Pursuant to the same, an application was filed before the National Company Law Tribunal (NCLT). The NCLT, vide its order dated 23rd March 2021, has ordered holding of the meetings of equity shareholders and unsecured creditors of the Company. The said meetings have been held and as per the Scrutinizer's report for the unsecured creditors' meeting and equity shareholders' meeting, the resolutions have been approved in the respective meetings. The scheme will come into effect subject to compliance with other procedural requirements under the relevant provisions of the Companies Act, 2013.

Note 34: COVID-19 Impact

The global health pandemic and consequent lockdown has impacted the regular business operations of the Company. The Company has used the principles of prudence in applying judgments, estimates and assumptions and based on the current estimates, the company expects to recover the carrying amount of trade receivables, investments and other assets. The eventual outcome of impact of the global health pandemic may be different from those estimated as on the date of approval of these financial statements. The Company will continue to monitor developments to identify significant uncertainties in future periods, if any.

Management believes that considering the Company's historical performance and its business model it has adequate liquidity and business plans to continue to operate the business and mitigate the risks associated with COVID-19 for the next 12 months from the date of these Financial Statements. The Company has also ensured that majority of its employees are working from home and providing the required support to business and ensuring that there is least disruption.

Note 35: Code of Social Security, 2020

The Code of Social Security, 2020 seeking to regulate the employee benefits, both during employment and post employment, was published in the Gazette of India but is yet to come into force as the date on which the Code will come into effect is not notified. The Company will assess the impact of the Code and will record any related impact in the period in which the Code becomes effective.

Note 36: Capital Management

The Group capital management is intended to maximise the return to shareholders for meeting the long-term and short-term goals of the Group through the optimization of the debt and equity balance.

The Group determines the amount of capital required on the basis of annual and long-term operating plans and strategic investment

plans. The funding requirements are met through equity and long-term / short-term borrowings. The Group monitors the capital structure on the basis of Net debt to equity ratio and maturity profile of the overall debt portfolio of the Group.

For the purpose of capital management, capital includes issued equity capital, securities premium and all other reserves attributable to the equity shareholders of the Group. Net debt includes all long and short-term borrowings as reduced by cash and cash equivalents.

The following table summarises the capital of the Group:

Particulars	As at March 31, 2021	As at March 31, 2020
Debt*	13,66,35,830	11,78,55,120
Cash and Cash Equivalents	52,99,386	11,24,998
Net debt	13,13,36,445	11,67,30,123
Equity**	40,39,89,016	41,55,56,187
Total Capital (Debt + Equity)	53,53,25,461	53,22,86,310
Net Debt to Equity Ratio	0.25	0.22

* Debt is defined as long-term and short-term borrowings

** Equity includes all capital and reserved of the company that are managed as capital.

Note 37: Previous Year figures have been regrouped / rearranged wherever necessary to conform to the current year presentation.

As per our report attached

For N M Raiji & Co
Chartered Accountants
Firm Reg. No.: 108296W

Vinay D Balse
Partner
Membership No.: 039434

Place: Mumbai
Date: May 28, 2021

For and on behalf of the Board of Directors

H V Gowthama
Director
DIN: 00250122

Ram N Agarwal
Chairman & Managing Director
DIN: 00006399

Sandeep Kumar Goyal
Executive Director & CFO
DIN: 03023842

Sujata Pratik Shaha
Company Secretary

Place: Bengaluru
Date: May 28, 2021

Independent Auditor's Report

To
The Members
WeP Solutions Limited

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of WeP Solutions Ltd ("the Company"), which comprise the balance sheet as at March 31, 2021 and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act, in the manner so required, and give a true and fair view, in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of state of affairs of the Company as at March 31, 2021, the profit and total comprehensive income, its cash flows, and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India, together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	*Allowance for credit losses* While determining the expected credit losses the Company has calculated the probability of default by taking into account the estimates of the possible effect of COVID-19 pandemic. As at March 31, 2021, carrying amount of allowance for credit losses is Rs. 923.28 lakhs against total Trade receivables of Rs. 2147.19 lakhs. We identified allowance for credit losses as a key audit matter because the materiality of the figure involved in the Standalone Financial Statement. Refer to Note 4(b) to the Financial Statements.	*Principal Audit Procedures* We obtained the Company's process / policy / basis of: - Identifying and classifying Trade receivables into following categories a. Trade Receivables considered good b. Trade Receivables which have significant increase in credit risk c. Trade Receivables credit impaired - calculating amount of allowance thereon. Our audit approach consisted of following procedure: • Assessing reasonableness of basis of identifying and classifying into different categories as mentioned above. • Verification of basis of calculating amount of allowance thereon. • Selected sample of parties and verified the identification and classification of parties based on company's policy into different categories as mentioned above. • We tested the mathematical accuracy and computation of the allowances by using same input data used by the management.

Other Information

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Report on Corporate Governance, Shareholder information and Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Standalone financial statements, and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit, or otherwise, appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India,

This responsibility also includes maintenance of adequate accounting records, in accordance with the provisions of the Act, for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and

design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those on the Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

a. We have sought and obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit.

b. In our opinion, proper books of account, as required by law, have been kept by the Company, so far as it appears from our examination of those books.

c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e. On the basis of the written representations received from the directors as on 31st March 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

   In our opinion and to the best of our information and according to the explanations given to us, The Company has not paid any Managerial remuneration to its directors under the provisions of section 197 of the Act during the year.

h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements- Refer Note 29 to the financial statements.

   ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.

   iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

For N. M. Raiji & Co
Chartered Accountants
Firm Registration No. 108296W

Vinay D. Balse
Partner
Membership No. : 039434
UDIN: 21039434AAAACN1014

Place: Mumbai
Date: May 28 2021

Annexure-A

To the Independent Auditors' Report of even date on the Standalone Financial Statements of WeP Solutions Limited

(Referred to in Paragraph 13 under the heading of Report on Other Legal and Regulatory Requirements" of our report of even date)

i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b) In accordance with the phased programme for verification of fixed assets, certain items of fixed assets were physically verified by the management during the year and no material discrepancies were noticed on such verification.

c) In respect of immovable properties of land that have been taken on finance lease and disclosed as property, plant and equipment in the financial statements. The lease agreements are in the name of the company, where the Company is the lessee in the agreement as at Balance Sheet date.

ii) Stocks of inventories have been physically verified during the year by the management. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on verification between the physical stock and the book stock were not material in relation to the operations of the Company and have been properly dealt with in the books of account.

iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Consequently, clause (iii) (a), (iii) (b) and (iii) (c) of the Order are not applicable to the Company.

iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013, in respect of loans, investments, guarantees and security.

v) In our opinion, the Company has not accepted any deposits within the meaning of Section 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014, (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable to the Company.

vi) We have broadly reviewed the books of account maintained by the Company, pursuant to the rules made by the central government for the maintenance of Cost records under sub-section (1) of Section 148 of the Companies Act, 2013 and of the opinion that prima facie, the prescribed accounts have been made and maintained.

Vii) a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-tax, GST, Custom Duty, cess and any other dues, during the year, with the appropriate authorities. There were no undisputed amounts payable in respect of the above statutory dues in arrears as at 31st March, 2021, for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us, following are the dues of Income-tax, GST, Sales-tax, Excise Duty, Service Tax, Custom Duty, value added tax and cess which have not been deposited on account of disputes with the related authorities.

Sr. No.	Name of Statute	Nature of the Dues	Forum where dispute is pending	Financial year to which the matter pertains	Amount (Rs.)
1	Finance Act, 1994	Service Tax	CESTAT. Bengaluru	2010-11 to 2013-14	58,129,154
2	K VAT Act, 2003	Value added Tax	The Deputy Commissioner (Appeals), Ernakulam	2012-13	370,798
3	K VAT Act, 2003	Value added Tax	Value added Tax Appellate Tribunal, Ernakulam	2013-14	752,522
Grand Total					**59,252,474**

**(Net of amount paid under protest - Rs. 6,830,906)*

viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions or banks. The Company does not have any outstanding debentures.

ix) Term loans were applied for the purposes for which those were raised. The Company has not raised moneys by way of initial public offer further public offer.

x) To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees was noticed or reported during the year.

xi) In our opinion and to the best of our information and according to the explanations given to us, the Managerial Remuneration paid by the Company to its directors during the year is within the limit under the provisions of Section 197, read with Schedule V of the Companies Act 2013.

xii) To the best of our knowledge and belief, the Company is not a Nidhi Company. Consequently, the provisions of clause3 (xii) of the Order are not applicable to the Company.

xiii) To the best of our knowledge and belief and according to the information and explanations given to us, all transactions with related parties are in compliance with section 177 and 188 of the Act, where applicable, and the requisite details have been disclosed in the financial statements, as required by the applicable accounting standards.

xiv) To the best of our knowledge and belief and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Consequently, the provisions of clause 3(xiv) of the Order are not applicable to the Company.

xv) To the best of our knowledge and belief and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him. Consequently, the requirement under clause (xv) is not applicable to the Company.

xvi) To the best of our knowledge and belief, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of clause 3(xvi) of the Order are not applicable to the Company.

For N. M. Raiji & Co
Chartered Accountants
Firm Registration No. 108296W

Vinay D. Balse
Partner
Membership No. : 039434
UDIN: 21039434AAAACN1014

Place: Mumbai
Date: May 28 2021

Annexure-B

To the Independent Auditor's Report of even date on the Standalone Financial Statements of WeP Solutions Limited.

(Referred to in Paragraph 14 point (f) under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

Report on the Internal Financial Control s under Clause (i) of Sub-section 3 of Section 143 of the Companies Act. 2013 ("the Act")

We have audited the internal financial controls over financial reporting of WeP Solutions Limited ("the Company") as at March 31 2021, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit lo obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For N. M. Raiji & Co
Chartered Accountants
Firm Registration No. 108296W

Vinay D. Balse
Partner
Membership No. : 039434
UDIN: 21039434AAAACN1014

Place: Mumbai
Date: May 28 2021

WeP Solutions Limited

Balance Sheet as at March 31, 2021

PART I –BALANCE SHEET (in Rs)

	Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
	ASSETS			
1	**Non-Current Assets**			
	a) Property, Plant and Equipment	2	25,14,02,970	30,88,25,623
	b) Capital Work-in-Progress	2	1,93,52,138	2,17,01,340
	c) Other Intangible Assets	3	52,11,232	1,07,10,832
	d) Financial Assets			
	i. Investments	4(a)	8,33,35,857	8,23,21,027
	ii. Other Financial Assets	4(e)	90,47,778	95,88,153
	e) Deferred Tax Assets (net)	5	3,68,59,632	3,57,91,391
	f) Other Non-Current Assets	6	3,23,69,388	3,25,65,918
			43,75,78,995	**50,15,04,284**
2	**Current Assets**			
	a) Inventories	7	13,59,51,845	12,44,26,073
	b) Financial Assets			
	i. Trade Receivables	4(b)	12,24,12,154	13,09,76,838
	ii. Cash and Cash Equivalents	4(d)	49,25,867	36,983
	iii. Bank Balances other than (ii) above	4(f)	14,90,330	14,64,258
	iv. Other financial assets	4(e)	26,25,734	37,97,868
	v. Loans	4(c)	59,00,000	-
	c) Other Current Assets	8	7,85,44,780	3,95,28,813
			35,18,50,710	**30,02,30,833**
	Total Assets		**78,94,29,705**	**80,17,35,117**
	EQUITY AND LIABILITIES			
3	**Equity**			
	a) Equity Share capital	9(a)	26,31,69,545	26,31,69,545
	b) Other Equity			
	i. Reserves & Surplus	9(b)	23,71,92,026	24,22,84,678
			50,03,61,571	**50,54,54,223**
	LIABILITIES			
4	**Non-Current Liabilities**			
	a) Financial Liabilities			
	i. Borrowings	10(a)	4,78,22,230	5,25,56,970
	ii. Other Financial Liabilities	10(c)	18,27,518	1,21,48,015
	b) Provisions	11	1,07,82,148	1,04,53,531
	c) Other non-current liabilities	12	13,79,942	15,14,148
			6,18,11,838	**7,66,72,664**
5	**Current Liabilities**			
	a) Financial Liabilities			
	i. Borrowings	10(a)	5,93,27,010	4,20,01,370
	ii. Trade Payables			
	a) Total outstanding dues of Micro and small enterprises	10(b)	45,39,463	35,61,013
	b) Total outstanding dues of creditors other than micro and small enterprises		4,97,70,525	4,53,54,412
	iii. Other Financial Liabilities	10(c)	6,60,75,439	8,61,55,419
	b) Other Current Liabilities	12	4,58,75,039	4,11,46,044
	c) Provisions	11	16,68,820	13,89,972
			22,72,56,296	**21,96,08,230**
	Total Equity and Liabilities		**78,94,29,705**	**80,17,35,117**

See Accompanying Notes to the Financial Statements

As per our report attached

For N M Raiji & Co
Chartered Accountants
Firm Reg. No.: 108296W

Vinay D Balse
Partner
Membership No.: 039434

Place: Mumbai
Date: May 28, 2021

For and on behalf of the Board of Directors

H V Gowthama
Director
DIN: 00250122

Ram N Agarwal
Chairman & Managing Director
DIN: 00006399

Sandeep Kumar Goyal
Executive Director & CFO
DIN: 03023842

Sujata Pratik Shaha
Company Secretary

Place: Bengaluru
Date: May 28, 2021

WeP Solutions Limited

Statement of Profit and Loss for the year ended March 31, 2021

PART II – STATEMENT OF PROFIT AND LOSS (in Rs)

	Particulars	Note No.	For the Year ended March 31, 2021	For the Year ended March 31, 2020
I	Revenue From Operations	13	62,20,68,641	65,65,27,317
II	Other Income	14	54,83,766	98,61,583
III	**Total Income (I+II)**		**62,75,52,407**	**66,63,88,900**
	EXPENSES			
a	Cost of Materials Consumed	15	14,77,17,264	18,68,36,831
b	Purchases of Stock-in-Trade	16	16,89,25,702	8,60,32,188
c	Changes in Inventories of Work-in-Progress, Stock-in-Trade and Finished Goods	17	(2,99,06,640)	(2,27,61,810)
d	Employee Benefits Expenses	18	7,93,74,152	9,99,36,903
e	Other Expenses	19	14,45,41,914	17,55,73,201
IV	**Total Expenses**		**51,06,52,392**	**52,56,17,313**
	Profit / (Loss) Before Depreciation, Interest, Exceptional Items and Tax (III-IV)		**11,69,00,015**	**14,07,71,587**
f	Finance Costs	20	1,33,78,497	1,29,20,715
g	Depreciation and Amortization Expense	21	10,89,96,071	12,72,02,709
V	**Profit / (Loss) Before Exceptional Items and Tax**		**(54,74,553)**	**6,48,163**
VI	Exceptional Items		-	-
VII	**Profit / (Loss) Before Tax(V-VI)**		**(54,74,553)**	**6,48,163**
	Tax Expense:			
VIII	1) Current tax		67,24,217	56,66,355
	2) Tax Adjustments Pertaining to Previous Year		(5,79,338)	16,452
	3) Deferred tax		(69,42,397)	(54,86,037)
IX	**Profit / (Loss) for the year from Continuing Operations (VII-VIII)**		**(46,77,035)**	**4,51,393**
X	**Other Comprehensive Income**			
	A i) Items that will not be reclassified to profit or loss		4,59,949	1,07,733
	ii) Income tax relating to items that will not be reclassified to profit or loss		(1,27,958)	(29,972)
	B i) Items that will be reclassified to profit or loss		-	-
	ii) Income tax relating to items that will be reclassified to profit or loss		-	-
XI	**Total Comprehensive Income for the year (IX+X)** (Comprising Profit / (Loss) and Other Comprehensive Income for the year)		**(43,45,044)**	**5,29,154**
XII	**Earnings Per Equity Share:**			
	1) Basic	27	(0.18)	0.02
	2) Diluted	27	(0.13)	0.02

As per our report attached

For N M Raiji & Co
Chartered Accountants
Firm Reg. No.: 108296W

Vinay D Balse
Partner
Membership No.: 039434

Place: Mumbai
Date: May 28, 2021

For and on behalf of the Board of Directors

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Executive Director & CFO
DIN: 03023842

Sujata Pratik Shaha
Company Secretary

Place: Bengaluru
Date: May 28, 2021

WeP Solutions Limited

Statement of Cash Flows for the year ended March 31, 2021 (in Rs)

	Particulars	March 31, 2021	March 31, 2020
A	**Cash Flow From Operating Activities**		
	Profit / (Loss) before Income tax from continuing Operations	(54,74,553)	6,48,163
	Profit / (Loss) before Income tax	**(54,74,553)**	**6,48,163**
	Adjustment for:		
	Depreciation & Amortisation	10,89,96,071	12,72,02,709
	Provision for doubtful debts	60,14,147	62,12,497
	Employee share based payment expense	15,47,370	6,60,525
	Actuarial Gains / Losses recognised in Other Comprehensive Income	4,59,949	1,07,733
	Loss / (Profit) on Sale of Fixed Assets	7,33,269	17,27,928
	Net Exchange differences	22,32,218	9,63,622
	Interest Income	(1,33,458)	(4,58,731)
	Interest Expense	1,33,78,497	1,29,20,715
	Changes in Operating assets and liabilities		
	(Increase) / Decrease in Inventories	(1,15,25,772)	(2,31,17,514)
	(Increase) / Decrease in Trade Receivables	25,50,536	(1,34,07,601)
	(Increase) / Decrease in Other Current Assets	(3,90,15,966)	(1,23,91,292)
	(Increase) / Decrease in Other Bank Balances	(26,073)	36,659
	(Increase) / Decrease in Other Current Financial Assets	11,72,134	45,73,356
	(Increase) / Decrease in Other Non Current Financial Assets	5,40,374	(49,26,356)
	(Increase) / Decrease in Other Non Current Assets	56,68,864	1,53,82,551
	Increase / (Decrease) in Provisions	6,07,466	(3,06,257)
	Increase / (Decrease) in Trade Payables	31,62,345	1,21,13,062
	Increase / (Decrease) in Other Current Liabilities	47,28,996	(4,95,652)
	Increase / (Decrease) in Other Non Current Liabilities	(1,34,206)	(1,40,764)
	Increase / (Decrease) in Other Non Current Financial Liabilities	-	-
	Increase / (Decrease) in Other Current Financial Liabilities	(21,40,701)	(2,08,33,737)
	Cash Generated from Operations	**9,33,41,507**	**10,64,71,616**
	Income taxes paid	58,71,017	1,00,69,441
	Net Cash From Operating Activities	**8,74,70,490**	**9,64,02,175**
B	**Cash Flow From Investing Activities**		
	Purchase of Property, Plant & Equipment (including CWIP)	(5,10,63,810)	(9,48,05,338)
	Purchase of Investments	-	(1,00,00,000)
	Purchase of Intangible Assets	-	(6,30,500)
	Proceeds from Sale of Fixed Assets	3,88,310	13,260
	(Increase) / Decrease in Loans	(59,00,000)	88,06,543
	Interest Income	1,33,458	4,58,731
	Net Cash Used In Investing Activities	**(5,64,42,042)**	**(9,61,57,304)**
C	**Cash Flow From Financing Activities**		
	Proceeds from Issue of Shares	-	10,71,000
	Expenses for Increase of Authorised Capital	(8,50,000)	-
	Rights Issue Expenses	(24,59,809)	-
	Interest paid	(1,33,78,497)	(1,29,20,715)
	Proceeds / (Repayment) of Borrowings	1,73,25,640	55,07,086
	Repayment of Lease obligations	(1,03,31,968)	(1,23,88,388)
	Proceeds of Term Loan	(1,64,44,930)	1,84,06,920
	Net Cash From / (Used for) Financing Activities	**(2,61,39,564)**	**(3,24,097)**
	Net Increase / (Decrease) In Cash And Cash Equivalents - (A+B+C)	48,88,884	(79,226)
	Cash And Cash Equivalents at the beginning of the year	36,983	1,16,209
	Cash And Cash Equivalents at the end of the year	**49,25,867**	**36,983**

See Accompanying Notes to the Financial Statements

As per our report attached

For N M Raiji & Co
Chartered Accountants
Firm Reg. No.: 108296W

Vinay D Balse
Partner
Membership No.: 039434

Place: Mumbai
Date: May 28, 2021

For and on behalf of the Board of Directors

H V Gowthama
Director
DIN: 00250122

Ram N Agarwal
Chairman & Managing Director
DIN: 00006399

Sandeep Kumar Goyal
Executive Director & CFO
DIN: 03023842

Sujata Pratik Shaha
Company Secretary

Place: Bengaluru
Date: May 28, 2021

WeP Solutions Limited

Statement of Changes in Equity for the year ended March 31, 2021

STATEMENT OF CHANGES IN EQUITY

A. Equity Share Capital

Particulars	As at March 31, 2021	As at March 31, 2020
Balance at the beginning of the reporting year	26,31,69,545	26,20,98,545
Changes in equity share capital during the year	-	10,71,000
Balance at the end of the reporting year	**26,31,69,545**	**26,31,69,545**

B. Other Equity

Particulars	Reserves and Surplus					Total
	Capital Reserve	General Reserve	Securities Premium	Stock Options Outstanding	Retained Earnings	
Opening Balance at April 1, 2019	**3,13,27,459**	**6,78,920**	**13,99,92,185**	**1,25,19,357**	**5,53,26,330**	**23,98,44,251**
Profit for the year					4,51,393	4,51,393
Other Comprehensive Income for the year net of taxes					77,762	77,762
Employee stock options Subsidiary				12,50,747		12,50,747
Transfer to General Reserve		9,36,169		(9,36,169)		-
Transfer from Stock Options Outstanding a/c			43,60,323	(43,60,323)		-
Employee stock options expense				6,60,525		6,60,525
Closing Balance as at March 31, 2020	**3,13,27,459**	**16,15,089**	**14,43,52,508**	**91,34,137**	**5,58,55,485**	**24,22,84,678**
Opening Balance at April 1, 2020	**3,13,27,459**	**16,15,089**	**14,43,52,508**	**91,34,137**	**5,58,55,485**	**24,22,84,678**
Profit for the year					(46,77,035)	(46,77,035)
Other Comprehensive Income for the year net of taxes					3,31,991	3,31,991
Transfer to General Reserve		4,44,826		(4,44,826)		-
Share Issue Expenses			(24,59,809)		(8,50,000)	(33,09,809)
Employee stock options Subsidiary				10,14,830		10,14,830
Employee stock options expense				15,47,371		15,47,371
Closing Balance as at March 31, 2021	**3,13,27,459**	**20,59,915**	**14,18,92,699**	**1,12,51,512**	**5,06,60,441**	**23,71,92,026**

a) **Capital Reserve –** This represents the value of bargain purchase gain upon acquisition and is not freely available for distribution

b) **Retained Earnings / General Reserve –** These are free reserves that are available for distribution of dividends. Retained earnings comprises of the Company's undistributed earnings after taxes.

c) **Securities Premium Reserve:** Securities premium reserve is used to record the premium on issue of shares. The reserve is utilized in accordance with the provision of section 52 of the Companies Act, 2013.

d) **Share Option Outstanding Account -** The share option outstanding account is used to recognize the value of equity-settled sharebased payments provided to employees, including key management personnel.

e) **Other Comprehensive Income:** Changes in the fair value of financial instruments measured at fair value through other comprehensive income and actuarial gains and losses on defined benefit plans are recognized in other comprehensive income (net of taxes), and presented within equity as other comprehensive income.

(See Accompanying Notes to the Financial Statements)

As per our report attached

For N M Raiji & Co
Chartered Accountants
Firm Reg. No.: 108296W

Vinay D Balse
Partner
Membership No.: 039434

Place: Mumbai
Date: May 28, 2021

For and on behalf of the Board of Directors

H V Gowthama
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Sandeep Kumar Goyal
Executive Director & CFO

Sujata Pratik Shaha
Company Secretary

Place: Bengaluru
Date: May 28, 2021

Corporate Information

The Company is principally engaged in the business of providing Managed Printing Solutions and Services, Manufacturing and Distribution of Retail Billing Products and providing Digital Services like GST, etc. to both enterprise and retail customers, pan India. The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act 1956. Its shares are listed on the Bombay Stock Exchange and the registered office of the Company is located at 40/1A, Basappa Complex, Lavelle Road, Bengaluru - 560001.

1. Significant Accounting Policies and Other Explanatory Information to the Financial Statements for the year ended March 31, 2021

A. Significant Accounting Policies

The significant accounting policies applied by the Company in the preparation of its financial statements are listed below. Such accounting policies have been applied consistently to all the periods presented in these financial statements, unless otherwise indicated.

A.1. Statement of Compliance

These financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.

A.2. Basis of preparation

These financial statements have been prepared in Indian Rupees (₹) which is the functional currency of the company.

These financial statements have been prepared on historical cost basis, except for certain financial instruments which are measured at fair value or amortised cost at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods or services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle.

A.3. Use of Estimates

The preparation of these financial statements is in conformity with the recognition and measurement principles of Ind AS which requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures of contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Changes in estimates are reflected in the financial statements in the period in which the changes are made.

Significant judgements and estimates relating to the carrying amounts of assets and liabilities include useful lives of property, plant and equipment and intangible assets, impairment of property, plant and equipment, intangible assets, provision for employee benefits and other provisions and recoverability of deferred tax assets.

A.4. Revenue Recognition

The Company earns revenue primarily from Managed Printing Solutions and Services, Manufacturing and Distribution of Retail Billing Products, trading in multi-functional printers and providing Digital Services like facilitation in filing of GST returns etc. to both enterprise and retail customers, pan India.

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the

cumulative catch-up method. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

- Contracts with customers are considered for revenue recognition only if (a) the contract having commercial substance is approved and the parties have committed to perform their respective obligations; (b) respective rights of the parties with respect to goods or services to be transferred are identified; (c) the payment terms for goods or services to be transferred are clear and (d) it is probable that consideration would be collected in exchange for the goods or services that would be transferred to the customer. At the inception of the contract, either a transfer of distinct good or service to the customer or a series of distinct goods and services that are substantially the same and that have the same pattern of transfer to the customer are identified as performance obligation. Revenue is recognised when the performance obligation is satisfied by transferring the promised good or service to a customer and the customer obtains controls over it.
- Revenue from sale of devices is recognised at the point in time when the physical possession is transferred and the right to receive payment is established
- Dividend income from investments is recognised when the shareholder's right to receive payment has been established. Interest income is recognised on a time proportion basis.

A.5. Inventories

Inventories are stated at lower of cost and net realizable value. Cost is determined using the weighted average method. Costs comprise direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Net realisable value is the price at which the inventories can be realised in the normal course of business, after allowing for the cost of conversion from their existing state to a finished condition and for the cost of selling and distribution.

Obsolete, slow moving and defective inventories are identified from time to time and where necessary, a provision is made for such inventories.

A.6. Property, Plant and Equipment

An item of property, plant and equipment is recognised as an asset if it is probable that future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. This recognition principle is applied to the costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it. Borrowing cost directly attributable to the construction or production of qualifying assets are capitalised as a part of cost. All other repair and maintenance costs, including regular servicing, are recognised in the Statement of Profit and Loss, as and when incurred.

All property, plant and equipment are stated at cost of acquisition or construction, less accumulated depreciation and impairment loss, if any. Cost includes all direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use. Capital Work-in-Progress is stated at cost, comprising of direct cost and related incidental expenditure.

The gain or loss arising on disposal of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset, and is recognised in the Statement of Profit and Loss.

A.7. Intangible Assets

Software costs, both acquired and internally generated, are recognised as intangible assets only where they are clearly linked to long term economic benefits for the Company. They are amortized on a straight-line basis over their estimated useful lives. All other costs on software are expensed in the Statement of Profit and Loss as and when incurred.

Expenditure during development phase of internally generated software is recognized as intangible assets if all of the following conditions are met:

i) completion of the development is technically feasible;

ii) it is the intention to complete the intangible asset and use or sell it;

iii) it is clear that the intangible asset will generate probable future economic benefits;

iv) adequate technical, financial and other resources to complete the development and to use or sell the intangible asset are available; and

v) it is possible to reliably measure the expenditure attributable to the intangible asset during its development.

Recognition of costs as an asset is ceased when the project is complete and available for its intended use, or if these criteria no longer apply.

Where development activities do not meet the conditions for recognition as an asset, any associated expenditure is treated as an expense in the period in which it is incurred

A.8. Depreciation and amortization of property, plant and equipment and intangible assets

Depreciation or amortization is provided on the straight-line method over the useful lives of assets as estimated by the management. The estimated useful lives of assets are as follows:

Assets	Useful Life applied (In Years)
Computers	3.00
Furniture and Fixtures - Owned Premises	10.00
Furniture and Fixtures - Leased Premises	5.00
Office Equipment	5.00
Plant and Equipments including Electrical installations	4.00
Computer Peripherals - on Use and Pay	4.00
Vehicles	8.00
Air Conditioners	4.00
Moulds, Dies & Patterns	5.00
Building	30.00

Individual Assets costing less than Rs. 5,000 are depreciated in full in the year of purchase. Depreciation for assets purchased / sold during the year is proportionately charged.

Intangible assets are amortized over their respective individual estimated useful lives as estimated by the management on a straight-line basis as follows:

Assets	Amortization in Yrs.
Computer Software – ERP Systems	4.00
Computer Software	2 to 3 years
Technical Know-how	5.00

A.9. Impairment of Assets

At each balance sheet date, the Company reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that the carrying amount of those assets may not be recoverable through continuing use.

If any such indication exists, the recoverable amount of the asset is reviewed in order to determine the extent of impairment loss, if any. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of the fair value, less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value, using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset, for which the estimates of future cash flows have not been adjusted. An impairment loss is recognised in the Statement of Profit and Loss as and when the carrying amount of an asset exceeds its recoverable amount.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately.

A.10. Foreign Currency Transactions

Foreign currency transactions are recorded at the exchange rate prevailing on the date of transaction.

At the end of each reporting period, all monetary items denominated in foreign currencies are translated at the rates prevailing as at the balance sheet date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

The exchange difference arising on account of the difference between the rates prevailing on the date of transaction and on the date of settlement, as also on translation of monetary items at the end of the year is recognized as income or expense, as the case may be, in the Statement of Profit and Loss for the year.

A.11. Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss, are immediately recognised in the Statement of Profit and Loss.

Effective interest method:

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

a) Financial Assets

Financial Assets at amortised cost:

Financial assets are subsequently measured at amortised cost, if these financial assets are held within a business model whose objective is to hold these assets, in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Investment in subsidiaries / associates are accounted at cost.

Financial assets measured at fair value:

Financial assets are measured at fair value through other comprehensive income, if these financial assets are held within a business model, whose objective is to hold these assets in order to collect contractual cash flows, or to sell these financial assets, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets not measured at amortised cost, or at fair value through other comprehensive income, are carried at fair value through profit or loss.

Impairment of financial assets:

The Company assesses, on a forward looking basis, the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Company has applied the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables with effect from April 1, 2017.

Derecognition of financial assets:

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

b) Financial Liabilities and Equity Instruments

Classification as debt or equity:

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments:

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity is recorded at the proceeds received, net of direct issue costs.

Financial Liabilities:

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method.

Interest-bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in accordance with the Company's accounting policy for borrowing costs.

Derecognition of financial liabilities:

The Company derecognises financial liabilities when the Company's obligations are discharged, cancelled or they expire.

A.12. Employee Benefits

i) Short Term Employee Benefits:

Short Term Employees Benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related services is rendered.

ii) Other long-term employee benefit obligations

Leave Encashment: Liability in respect of leave encashment as at the balance sheet date is determined based on actuarial valuation, by using the Projected Unit Credit Method and gains / losses for the year are recognized immediately in the Statement of Profit and Loss.

iii) Post Employment Benefits

Provident Fund: The Company contributes monthly at a determined rate. These contributions are remitted to the Employee Provident Fund Commissioner office and are charged to the Statement of Profit and Loss on accrual basis.

Gratuity: The Company provides for gratuity (a defined benefit retirement plan) to all the eligible employees. The benefit is in the form of lump sum payments to vested employees on retirement, on death while in employment, or termination of employment for an amount equivalent to 15 days' salary, payable for each completed year of service. Vesting occurs on completion of five years of service. Liability in respect of gratuity as at the balance sheet date is determined on the basis of actuarial valuation, using the Projected Unit Credit Method. Re-measurement gains and losses of the net defined benefit liability/ (asset) are recognised immediately in other comprehensive income. The service cost, net interest on the net defined benefit liability / (asset) is treated as a net expense within employment costs and are recognized immediately in the Statement of Profit and Loss.

iv) Employee Stock Options

All employee services received in exchange for the grant of any share based remuneration are measured at their fair values. These are indirectly determined by reference to the fair value of the share options awarded. Their value is appraised at the grant date and excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets).

All share-based remuneration is ultimately recognised as an expense in the Statement of Profit and Loss, with a corresponding credit to Employee Stock Compensation Reserve. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. Estimates are subsequently revised, if there is any indication that the number of share options expected to vest differs from previous estimates. Once vested, no adjustment is made to expense recognised in prior periods if, ultimately, fewer share options are exercised than originally estimated. Upon exercise of share options, the proceeds received (net of any directly attributable transaction costs) up to the nominal value of the shares issued are allocated to share capital with any excess being recorded as Securities Premium.

A.13. Borrowing Costs

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of those assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for intended use. All other borrowing costs are recognised as an expense in the Statement of Profit and Loss in the period in which they are incurred.

A.14. Earning Per Share

In accordance with the Ind AS 33 "Earnings Per Share", basic / diluted earnings per share is computed by taking the weighted average number of shares outstanding during the year.

A.15. Taxation

Tax expense for the year comprises of current tax and deferred tax.

The tax currently payable is based on the taxable profit for the year. Taxable profit differs from net profit, as reported in the Statement of Profit and Loss, because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences. In contrast, deferred tax assets for all deductible temporary differences and unused tax losses are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

Deferred tax assets are reviewed at each balance sheet date for the appropriateness of their respective carrying values.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax are recognised as an expense or income in the Statement of Profit and Loss, except when they relate to items credited or debited either in other comprehensive income or directly in equity, in which case the tax is also recognised in other comprehensive income or directly in equity.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax during the specified period. Accordingly, MAT entitlement is recognised as an asset in the Balance Sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with it will fructify. Such asset is reviewed at each balance sheet date and the carrying amount of MAT credit asset is written down to the extent there is no longer a convincing evidence for the effect that the company will pay normal income tax during the specified period.

A.16. Warranty Cost

The Company accrues the estimated cost of warranties at the time when the revenue is recognised. The accruals are based on the Company's historical experience of material usage and service delivery cost.

A.17. Provisions

Provisions are recognized in the balance sheet when the Company has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation at the balance sheet date. When appropriate, provisions are measured on a discounted basis.

Constructive obligation is an obligation that derives from a Company's actions where:

a) by an established pattern of past practice, published policies or a sufficiently specific current statement, the Company has indicated to other parties that it will accept certain responsibilities; and

b) as a result, the Company has created a valid expectation on the part of those other parties that it will discharge those responsibilities.

A.18. Leases

The Company's lease asset classes primarily consist of leases for land and buildings. The Company, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contracts existing and entered into on or after April 1, 2019.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset

or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's long term borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero. The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets (assets of less than INR 5,000 in value). The Company recognises the lease payments associated with these leases as an expense over the lease term.

A.19. Cash and Cash Equivalents

Cash and cash equivalents include cash in hand, demand deposits with bank, and other short term highly liquid investments, with original maturities of 3 months or less.

WeP Solutions Limited

Note 2: Property, Plant and Equipment

Particulars	Leasehold - Land	Building - Factory	Plant & Equipment	Moulds, Dies & Patterns	Computers	Computer Peripherals - On Use and Pay	Furniture & Fixture	Right of Use Asset - Leased Building	Vehicles	Total	Capital work in progress
Year ended March 31, 2020											
Gross carrying amount											
Opening gross carrying amount	6,68,56,988	3,82,82,641	51,32,317	1,01,42,148	1,11,17,532	41,36,91,402	39,11,433	-	5,86,258	54,97,20,720	2,56,44,968
Additions	-	-	2,82,742	7,25,000	8,91,038	9,66,77,924	1,72,264	3,77,82,241	-	13,65,31,210	
Disposals	-	-	-	-	-	1,88,09,145	2,94,876	-	-	1,91,04,022	
Closing gross carrying amount	**6,68,56,988**	**3,82,82,641**	**54,15,059**	**1,08,67,148**	**1,20,08,570**	**49,15,60,181**	**37,88,821**	**3,77,82,241**	**5,86,258**	**66,71,47,908**	**2,17,01,340**
Accumulated Depreciation											
Opening accumulated depreciation	24,16,518	41,72,682	36,58,881	35,13,730	75,49,969	23,12,35,398	16,92,224	-	3,28,729	25,45,68,132	
Additions	8,05,506	14,14,005	9,84,740	20,91,448	24,80,867	9,92,27,066	4,36,473	1,35,77,477	99,405	12,11,16,987	
Disposals	-	-	-	-	-	1,72,43,053	1,19,780	-	-	1,73,62,834	
Closing accumulated depreciation	**32,22,024**	**55,86,687**	**46,43,622**	**56,05,178**	**1,00,30,836**	**31,32,19,411**	**20,08,917**	**1,35,77,477**	**4,28,134**	**35,83,22,285**	
Net carrying amount	***6,36,34,964***	***3,26,95,954***	***7,71,437***	***52,61,970***	***19,77,732***	***17,83,40,770***	***17,79,904***	***2,42,04,764***	***1,58,124***	***30,88,25,623***	***2,17,01,340***
Year ended March 31, 2021											
Gross carrying amount											
Opening gross carrying amount	6,68,56,988	3,82,82,641	54,15,059	1,08,67,148	1,20,08,570	49,15,60,181	37,88,821	3,77,82,241	5,86,258	66,71,47,908	2,17,01,340
Additions	-	-	36,61,970	5,09,760	23,85,933	3,95,11,599	73,43,752	43,83,147	-	5,77,96,161	
Disposals	-	-	94,519	-	37,669	2,96,70,870	52,042	1,96,14,977	-	4,94,70,077	
Closing gross carrying amount	**6,68,56,988**	**3,82,82,641**	**89,82,508**	**1,13,76,908**	**1,43,56,834**	**50,14,00,911**	**1,10,80,531**	**2,25,50,411**	**5,86,258**	**67,54,73,992**	**1,93,52,138**
Accumulated Depreciation											
Opening accumulated depreciation	32,22,024	55,86,687	46,43,622	56,05,178	1,00,30,836	31,32,19,411	20,08,917	1,35,77,477	4,28,134	35,83,22,285	
Additions	8,05,506	14,14,005	9,63,211	21,97,381	17,27,140	8,53,72,510	14,22,278	95,15,375	79,062	10,34,96,468	
Disposals	-	-	94,519	-	37,669	2,85,49,909	51,423	90,14,211	-	3,77,47,731	
Closing accumulated depreciation	**40,27,530**	**70,00,692**	**55,12,314**	**78,02,559**	**1,17,20,307**	**37,00,42,012**	**33,79,772**	**1,40,78,641**	**5,07,195**	**42,40,71,022**	
Net carrying amount	**6,28,29,458**	**3,12,81,949**	**34,70,195**	**35,74,349**	**26,36,528**	**13,13,58,899**	**77,00,759**	**84,71,769**	**79,064**	**25,14,02,970**	**1,93,52,138**

Note:

a) Details of assets offered as security is provided in Note 10

b) Leasehold Land is the land situated at Baddi, Himachal Pradesh, which has been obtained under a 85 years lease from the Department of Industries, Himachal Pradesh.

Note 3: Intangible Assets

Particulars	Computer Software	Computer Software - ERP System	Total
Year ended March 31, 2020			
Gross carrying amount			
Opening gross carrying amount	88,73,638	1,64,35,478	2,53,09,117
Additions	6,30,500	-	6,30,500
Disposals	-	-	-
Closing gross carrying amount	**95,04,138**	**1,64,35,479**	**2,59,39,617**
Accumulated Depreciation			
Opening accumulated depreciation	51,16,531	40,26,532	91,43,063
Depreciation charge during the year	20,17,160	40,68,561	60,85,721
Disposals	-	-	-
Closing accumulated depreciation	**71,33,691**	**80,95,093**	**1,52,28,784**
Net carrying amount	***23,70,447***	***83,40,386***	***1,07,10,832***
Year ended March 31, 2021			
Gross carrying amount			
Opening gross carrying amount	95,04,138	1,64,35,479	2,59,39,617
Additions	-	-	-
Disposals	-	-	-
Closing gross carrying amount	**95,04,138**	**1,64,35,479**	**2,59,39,617**
Accumulated Depreciation			
Opening accumulated depreciation	71,33,691	80,95,093	1,52,28,784
Additions	14,31,041	40,68,561	54,99,602
Disposals	-	-	-
Closing accumulated depreciation	**85,64,731**	**1,21,63,655**	**2,07,28,385**
Net carrying amount	***9,39,407***	***42,71,825***	***52,11,232***

Note:

a) Computer Software includes capitalised development costs being an internally generated intangible asset.

Note 4: Financial Assets

4 (a) Non Current Investments

Particulars	As at March 31, 2021	As at March 31, 2020
Equity Investments (fully paid-up)		
Unquoted		
Investment in Subsidiary		
78,09,999 Equity shares of WeP Digital Services Limited (Face Value - ₹ 10 each) (March 31, 2020 : 78,10,000)	8,33,35,857	8,23,21,027
Total Non Current Investments	**8,33,35,857**	**8,23,21,027**
Aggregate amount of unquoted investments	8,33,35,857	8,23,21,027
Aggregate amount of impairment in the value of investments	-	-

4 (b) Trade Receivables

Particulars	As at March 31, 2021	As at March 31, 2020
Trade Receivables	21,47,19,043	21,67,86,111
Receivables from related parties	21,547	5,05,016
Allowances for Credit Losses	(9,23,28,436)	(8,63,14,289)
Total Receivables	**12,24,12,154**	**13,09,76,838**
Current portion	12,24,12,154	13,09,76,838
Non-current portion	-	-

Break-Up of Security details

Particulars	As at March 31, 2021	As at March 31, 2020
Outstanding for more than six months from the due date		
Secured, considered good	-	-
Unsecured, considered good	1,24,77,390	1,17,43,656
Receivables which have significant Credit Risk	9,09,21,406	8,51,50,955
	10,33,98,796	**9,68,94,611**
Allowances for Credit Losses	(9,09,21,407)	(8,51,50,956)
Sub total	**1,24,77,389**	**1,17,43,655**
Other receivables		
Unsecured, considered good	10,99,34,764	11,92,33,183
Receivables which have significant Credit Risk	14,07,030	11,63,333
	11,13,41,794	12,03,96,516
Allowances for Credit Losses	(14,07,030)	(11,63,333)
Sub total	**10,99,34,765**	**11,92,33,183**
Total Trade Receivables	**12,24,12,154**	**13,09,76,838**

4 (c) Loans

Particulars	As at March 31, 2021	As at March 31, 2020
Current		
Unsecured, considered good		
Loan to subsidiary	59,00,000	-
Total Loans	**59,00,000**	**-**

4 (d) Cash and Cash Equivalents

Particulars	As at March 31, 2021	As at March 31, 2020
Balances with Banks		
- in current accounts	49,25,867	36,983
Total Cash and Cash Equivalents	**49,25,867**	**36,983**

4 (e) Other Financial Assets

Particulars	As at March 31, 2021	As at March 31, 2020
Non current		
Security Deposits	71,11,656	76,97,061
Other Deposits	12,45,519	12,40,519
Margin money deposits with bank	6,90,603	6,50,573
Total Other Financial Assets - Non Current	**90,47,778**	**95,88,153**
Current		
Security Deposits	22,12,888	34,79,888
Other Deposits	4,12,846	3,17,980
Total Other Financial Assets - Current	**26,25,734**	**37,97,868**

4 (f) Other Bank Balances

Particulars	As at March 31, 2021	As at March 31, 2020
Balance in Unclaimed Dividend Accounts with Banks	14,90,330	14,64,258
Total other Bank Balances	**14,90,330**	**14,64,258**

Note 5: Deferred Tax Assets

Particulars	As at March 31, 2021	As at March 31, 2020
Tax losses	-	-
Defined Benefit obligations & allowance on payment basis	42,56,119	42,57,615
Allowance for doubtful debts - trade receivables	2,56,85,771	2,40,12,635
Others	17,87,126	12,12,284
Total Deferred Tax Assets	**3,17,29,016**	**2,94,82,534**
Depreciation on Property, plant and equipment	7,61,206	58,36,457
	7,61,206	**58,36,457**
Net Deferred Tax Assets	**3,09,67,810**	**2,36,46,077**
MAT Credit Receivable	58,91,822	1,21,45,314
Net Deferred Tax Assets	**3,68,59,632**	**3,57,91,391**

Note 6: Other Non Current Assets

Particulars	As at March 31, 2021	As at March 31, 2020
Prepayments	8,12,365	7,63,139
Taxes / Refunds recoverable	3,15,57,023	3,18,02,779
Total Other Non-Current Assets	**3,23,69,388**	**3,25,65,918**

Note 7: Inventories

Particulars	As at March 31, 2021	As at March 31, 2020
(At lower of cost and net realisable value)		
Raw Materials		
- In Stock	1,50,40,536	2,12,51,206
Work-in-progress	26,84,442	17,92,100
Finished goods		
- In Stock	45,48,749	35,15,284
- In Transit	14,26,853	32,38,441
Traded goods		
- In Stock	6,48,62,305	3,64,39,571
- In Transit	13,71,532	1,845
Spares and Consumables		
- In Stock	4,59,63,541	5,78,14,232
- In Transit	53,887	3,73,394
Total Inventories	**13,59,51,845**	**12,44,26,073**

Note 8: Other Current Assets

Particulars	As at March 31, 2021	As at March 31, 2020
Prepayments	4,12,66,569	53,15,177
Balance with Excise / Customs / GST input credit	3,53,34,194	3,33,22,924
Claims Receivable	19,44,017	8,90,712
Total Other Current Assets	**7,85,44,780**	**3,95,28,813**

Note 9(a): Equity Share Capital

i) Authorised Equity Share Capital

Particulars	As at March 31, 2021	As at March 31, 2020
4,00,00,000 Equity Shares of Rs 10 each	40,00,00,000	30,00,00,000
Total	**40,00,00,000**	**30,00,00,000**

ii) Issued, Subscribed and Paid up Capital

Particulars	As at March 31, 2021	As at March 31, 2020
2,63,16,372 Equity Shares of Rs 10 each fully paid up (March 2020- 2,63,16,372)	26,31,69,545	26,31,69,545
Total	**26,31,69,545**	**26,31,69,545**

iii) Movements in Equity Share Capital

Particulars	Number of Shares	Amount
As at April 1, 2019	2,62,09,272	26,20,98,545
Exercise of options - proceeds received	1,07,100	10,71,000
As at March 31, 2020	**2,63,16,372**	**26,31,69,545**
As at March 31, 2021	**2,63,16,372**	**26,31,69,545**

Terms and Rights Attached to Equity Shares.

Equity shares have a par value of INR 10. They entitle the holder to participate in dividends, and to share in the proceeds of winding up the company in proportion to the number of and amounts paid on the shares held.

Every holder of equity shares present at a meeting in person or by proxy, is entitled to one vote per share.

Shares Reserved for Issue under Options

Information relating to ESOP plans of the company, including details of the options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting period, is set out in Note 25.

iv) Shares in the Company held by each Shareholder holding more than 5 percent of the Shares

Particulars	As at March 31, 2021	As at March 31, 2020
RNAWEP Investments Private Limited		
No of Shares	32,60,403	32,60,403
% Holding	12.39%	12.39%
Ram N Agarwal		
No of Shares	19,73,014	19,73,014
% Holding	7.50%	7.50%
WeP Peripherals Limited		
No of Shares	40,90,361	40,90,361
% Holding	15.54%	15.54%
Wipro Limited		
No of Shares	18,36,000	18,36,000
% Holding	6.98%	6.98%
Sharad Kanayalal Shah		
No of Shares	14,00,000	15,02,359
% Holding	5.32%	5.71%

v) Aggregate Number of Shares Issued for Consideration other than Cash

Particulars	As at March 31, 2021	As at March 31, 2020
Shares issued as consideration for acquisition of business	2,22,13,645	2,22,13,645

Note 9(b): Reserves and Surplus

Particulars	As at March 31, 2021	As at March 31, 2020
Securities Premium Reserve	14,18,92,699	14,43,52,508
Share options outstanding account	1,12,51,512	91,34,137
Capital Reserve	3,13,27,459	3,13,27,459
General Reserve	20,59,915	16,15,089
Retained earnings	5,06,60,441	5,58,55,485
Total Reserves and Surplus	**23,71,92,026**	**24,22,84,678**

i) Securities Premium

Particulars	As at March 31, 2021	As at March 31, 2020
Opening Balance	14,43,52,508	13,99,92,185
Preferential Issue	-	-
Exercise of Options	-	43,60,323
Rights Issue Expenses	(24,59,809)	
Closing Balance	**14,18,92,699**	**14,43,52,508**

ii) Share Options Outstanding Account

Particulars	As at March 31, 2021	As at March 31, 2020
Opening Balance	91,34,137	1,25,19,357
Employee stock options expense	15,47,371	6,60,525
Employee stock options of subsidiary	10,14,830	12,50,747
Transfer to Securities Premium on exercise of options	-	(43,60,323)
Transfer to General Reserve	(4,44,826)	(9,36,169)
Closing Balance	**1,12,51,512**	**91,34,137**

iii) Capital Reserve

Particulars	As at March 31, 2021	As at March 31, 2020
Opening Balance	3,13,27,459	3,13,27,459
Closing Balance	**3,13,27,459**	**3,13,27,459**

iv) General Reserve

Particulars	As at March 31, 2021	As at March 31, 2020
Opening Balance	16,15,089	6,78,920
Transfer from Stock options outstanding	4,44,826	9,36,169
Closing Balance	**20,59,915**	**16,15,089**

v) Retained earnings

Particulars	As at March 31, 2021	As at March 31, 2020
Opening Balance	5,58,55,485	5,53,26,330
Net profit / (Loss) for the period / year	(46,77,035)	4,51,393
Expenses for Increase of Authorised Capital	(8,50,000)	
Items of other comprehensive income		
Actuarial Gains / (Losses) net of taxes	3,31,991	77,762
Closing Balance	**5,06,60,441**	**5,58,55,485**

Note 10: Financial Liabilities

10(a) Borrowings

Particulars	As at March 31, 2021	As at March 31, 2020
Non Current		
Secured		
From Banks		
Term Loan	4,78,22,230	5,25,56,970
Total Non Current Borrowings	**4,78,22,230**	**5,25,56,970**
Current		
Loans Repayable on Demand		
Secured		
From Banks		
Cash Credit Account	5,93,27,010	4,20,01,370
Total Current Borrowings	**5,93,27,010**	**4,20,01,370**

i) Cash Credit facilities are secured by hypothecation of Inventories & book debts of the company.

ii) Term Loan is repayable in 60 installments. It carries an interest rate of 8.75 % p.a. and is secured by -

a) Primary Security: Hypothecation of Devices (Computers Peripherals - on Use and Pay) purchased using the term loan.

b) Collateral Security: Equitable Mortgage of Leasehold land situated at Baddi, Himachal Pradesh

iii) Term loan obtained under ECGLS amounting to Rs 1.79 Crores in December 2020 repayable in 36 monthly installments commencing from November 2021 . It carries an interest rate of 9.25% and is secured by hypothecation of current assets on second charge basis with 100% credit guarantee by NCGTC

iv) There is no breach of Loan Agreement.

10(b) Trade Payables

Particulars	As at March 31, 2021	As at March 31, 2020
Current		
Trade payables	4,97,70,525	4,53,54,412
Trade payables to MSME	45,39,463	35,61,013
Total Trade Payables	**5,43,09,988**	**4,89,15,425**

10(c) Other Financial Liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Non Current		
Lease Liability	18,27,518	1,21,48,015
Total Non Current Financial Liabilities	**18,27,518**	**1,21,48,015**
Current		
Customer, Dealer and Other Deposits	1,83,63,980	1,83,38,071
Current maturities of Long Term Borrowings**	2,44,86,590	1,82,96,780
Capital Creditors	1,47,17,790	3,48,10,471
Unclaimed Dividend	14,90,331	14,64,258
Lease Liability	70,16,748	1,32,45,839
Total Other Current Financial Liabilities	**6,60,75,439**	**8,61,55,419**

*** Refer footnote to Note No.10(a)*

Note 11: Provisions

Particulars	As at March 31, 2021	As at March 31, 2020
Non Current		
Employee Benefits (Refer Note 24)	1,07,82,148	1,04,53,531
Total Non Current Provisions	**1,07,82,148**	**1,04,53,531**
Current		
Employee Benefits (Refer Note 24)	7,27,193	4,54,099
Warranty expenses (Refer Note 28)	9,41,627	9,35,873
Total Current Provisions	**16,68,820**	**13,89,972**

Note 12: Other Liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Non Current		
Income received in advance	13,79,942	15,14,148
Total other Non Current Liabilities	**13,79,942**	**15,14,148**
Current		
Income received in advance	27,70,174	25,05,610
Advance from customers	7,18,279	32,09,622
Statutory payables	62,10,404	70,79,845
Other payables	37,77,991	45,19,739
Expenses payable	3,23,98,191	2,38,31,228
Total Other Current Liabilities	**4,58,75,039**	**4,11,46,044**

Note 13: Revenue from Operations

Particulars	For the year April 1, 2020 to March 31, 2021	For the year April 1, 2019 to March 31, 2020
Sale of Products	28,75,35,085	22,67,39,237
Sale of Services	33,44,26,205	42,95,41,902
Other Operating Revenue	1,07,351	2,46,178
Total Revenue from Operations	**62,20,68,641**	**65,65,27,317**

Note 14: Other Income

Particulars	For the year April 1, 2020 to March 31, 2021	For the year April 1, 2019 to March 31, 2020
Interest on Deposits with banks	46,195	1,59,576
Other Interest	2,56,739	23,81,776
Rental Income	29,70,000	32,75,000
Miscellaneous Income	10,40,361	27,15,359
Credit balances / Provision no longer required written back	11,70,471	13,29,872
Total Other Income	**54,83,766**	**98,61,583**

Note 15: Cost of Materials Consumed

Particulars	For the year April 1, 2020 to March 31, 2021	For the year April 1, 2019 to March 31, 2020
Raw materials/Spares and consumables at the beginning of the year	7,94,38,833	7,90,83,129
Add : Purchases during the year/period	12,93,36,395	18,71,92,535
Less : Closing stocks	6,10,57,964	7,94,38,833
Total Cost of Material Consumed	**14,77,17,264**	**18,68,36,831**

Note 16: Purchase of Stock-in-Trade

Particulars	For the year April 1, 2020 to March 31, 2021	For the year April 1, 2019 to March 31, 2020
Purchases of stock-in-trade	16,89,25,702	8,60,32,188
Total Purchase of Stock-in-Trade	**16,89,25,702**	**8,60,32,188**

Note 17: Changes in Inventories of Work-in-Progress, Stock-in-Trade and Finished Goods

Particulars	For the year April 1, 2020 to March 31, 2021	For the year April 1, 2019 to March 31, 2020
Opening Stock		
Work-in-progress	17,92,100	18,33,535
Finished goods	67,53,725	27,12,226
Traded goods	3,64,41,416	1,76,79,670
Total Opening Stock	**4,49,87,241**	**2,22,25,431**
Closing Stock		
Work-in-progress	26,84,442	17,92,100
Finished goods	59,75,602	67,53,725
Traded goods	6,62,33,837	3,64,41,416
Total Closing Stock	**7,48,93,881**	**4,49,87,241**
Total Changes in Inventories of Work-in-Progress, Stock-in-Trade and Finished Goods	**(2,99,06,640)**	**(2,27,61,810)**

Note 18: Employee Benefit Expenses

Particulars	For the year April 1, 2020 to March 31, 2021	For the year April 1, 2019 to March 31, 2020
Salaries, wages and bonus	6,79,54,280	8,55,75,792
Gratuity and Leave encashment expense	25,73,123	28,69,764
Employee share-based payment expense	15,47,370	6,60,525
Contribution to provident and other fund	37,82,113	48,08,574
Staff welfare expenses	35,17,266	60,22,248
Total Employee Benefit Expenses	**7,93,74,152**	**9,99,36,903**

Note 19: Other Expenses

Particulars	For the year April 1, 2020 to March 31, 2021	For the year April 1, 2019 to March 31, 2020
Power and fuel	32,44,831	47,41,937
Insurance	9,12,652	8,24,810
Repairs & Maintenance - Buildings	5,63,148	10,71,897
Repairs & Maintenance - IT	1,30,68,273	1,19,07,433
Rent	44,79,717	50,05,248
Rates and taxes	20,12,417	19,58,084
Warranty Expenses	10,22,453	9,95,812
Carriage and Freight outwards	2,10,24,787	2,38,33,878
Commission on sales	29,84,644	40,84,510
Support Charges	1,04,42,478	1,40,31,727
Auditors' Remuneration		
for Audit fees	5,75,000	5,75,000
for Taxation matters	1,00,000	1,00,000
for Reimbursement of expenses	-	1,61,421
for Other Services	40,000	40,000
Advertisement and sales promotion	62,42,656	90,96,946
Directors' Commission and Sitting fees	8,20,000	6,70,000
Loss on disposal of assets	7,33,269	17,27,928
Travelling and Conveyance	11,72,049	1,10,50,973
Communication Expenses	30,04,575	38,37,408
Legal and Professional charges	56,56,288	82,47,930
Manpower support service charges	4,51,09,266	5,09,66,451
Office Maintenance	59,12,429	80,66,093
Cloud Expenses	44,46,309	30,05,619
Provision for doubtful debts / advances	60,14,147	62,12,497
Exchange Differences (Net)	22,32,218	9,63,622
Recruitment Expenses	2,65,004	6,13,856
Bank Charges	14,96,263	4,71,948
Miscellaneous expenses	9,67,041	13,10,174
Total Other Expenses	**14,45,41,914**	**17,55,73,201**

Note 20: Finance Costs

Particulars	For the year April 1, 2020 to March 31, 2021	For the year April 1, 2019 to March 31, 2020
Interest Expenses	1,25,95,992	1,20,76,482
Other Borrowing costs	7,82,505	8,44,233
Total Finance Costs	**1,33,78,497**	**1,29,20,715**

Note 21: Depreciation and Amortisation Expense

Particulars	For the year April 1, 2019 to March 31, 2020	For the year April 1, 2018 to March 31, 2019
Depreciation of property, plant and equipment	9,39,81,094	10,75,39,511
Amortisation of Right to use assets	95,15,375	1,35,77,477
Amortisation of intangible assets	54,99,602	60,85,721
Total Depreciation and Amortisation expense	**10,89,96,071**	**12,72,02,709**

Note 22: Related Party Transactions

22(A) List of related parties

Name of Related Party	Relationship
Ram Narayan Agarwal	Chairman & Managing Director; Promoter
G H Visweswara	Independent Director
A L Rao	Non-Executive Director
H V Gowthama	Independent Director
Mythily Ramesh	Independent Director
Shankar Jaganathan	Independent Director
Sandeep Kumar Goyal	Executive Director & Chief Financial Officer
Sujata Pratik Shaha	Company Secretary & Compliance Officer
WeP Digital Services Limited	Subsidiary Company (100% owned)
wep solutions india limited	Promoter Group
RNAWEP Investments Private Limited	Promoter Group
WeP Peripherals Limited	Promoter
Elnova Private Limited	Subsidiary of WeP Peripherals Limited
E-peripherals Trading Limited	Company in which Director is Interested

22(B) Remuneration Paid

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Remuneration paid to Key Management Personnel	63,99,717	57,41,233

22(C) Transaction with other related parties

Transactions	WeP Peripherals Limited	
	For the year ended March 31, 2021	For the year ended March 31, 2020
Purchase of Goods and Services (excluding taxes)	37,66,990	29,38,840
	WeP Digital Services Limited	
	For the year ended March 31, 2021	For the year ended March 31, 2020
Sale of Goods and Services	19,69,390	15,90,860
Interest received on Loan (Gross of TDS)	1,33,458	4,58,731
Investment made	10,14,830	1,22,65,577
	Elnova Private Limited	
	For the year ended March 31, 2021	For the year ended March 31, 2020
Purchase of Goods and Services	4,00,000	-

22(D) Amount receivable from related parties

Particulars	As at March 31, 2021	As at March 31, 2020
Loan amount receivable from WeP Digital Services Limited (Unsecured)	59,00,000	-
Maximum Amount of Loan Outstanding during the year - WeP Digital Services Limited	59,00,000	88,06,542
Trade receivable from WeP Digital Services Limited (Net of TDS)	21,547	4,62,218

Note 23: Revenue from Contracts with Customers

Disaggregate revenue information:

The table below presents disaggregated revenues from contracts with customers and the disaggregation best depicts how the nature, timing and uncertainty of revenue and cash flows are affected by market and economic factors:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
a. Printer Business	26,53,09,775	20,05,96,976
b. MPS Business	35,04,15,173	44,87,96,207
c. Digital Services	63,43,693	71,34,134
	62,20,68,641	**65,65,27,317**

Performance Obligations:

a) The performance obligation is satisfied by transferring the promised good or service to a customer and the customer obtains controls over it.

b) The company payment terms range from advance to 60 days.

c) The Company earns revenue primarily from Managed Printing Solutions and Services, Manufacturing and Distribution of Retail Billing Products and providing Digital Services like facilitation of GST return filing etc. to both enterprise and retail customers, pan India.

d) The Company generally offers Standard warranties of 3 months to 12 months for its products sold.

Note 24: Employee Benefit Plans

The Company provides to its employees following retirement benefits:

i) Gratuity

ii) Leave Accrual

Leave Accrual: The Company allows accumulation / encashment of leave. Such accumulation can be utilized by obtaining leave in the subsequent period employment or encashment at the time of separation. The obligation as on the balance sheet date is provided on the basis of actuarial valuation.

Gratuity: The Company provides for gratuity for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary for each completed year of service. The company accounts for gratuity benefits payable in the future based on the actuarial valuation. The company is exposed to actuarial risk with respect to this plan

The following table sets out the amounts recognised in the financial statements for Gratuity.

Principal Actuarial Assumptions

Particulars	As at March 31, 2021	As at March 31, 2020
Salary Escalation	7.00%	7.00%
Discount Rate(per annum)	6.40%	6.55%
Mortality	India Assured Lives Mortality (2006-2008)	India Assured Lives Mortality (2006-2008)

Amount recognized in the Balance Sheet are as follows

Particulars	As at March 31, 2021	As at March 31, 2020
Present value of Funded defined benefit obligation	64,47,705	64,19,468
Fair value of plan assets	(3,84,471)	(10,69,320)
Present value of unfunded obligations		
Net Liability	**60,63,234**	**53,50,148**
Current	-	-
Non - current	60,63,234	53,50,148

Amount recognised in Statement of Profit & Loss is as follows

Particulars	As at March 31, 2021	As at March 31, 2020
Current Service Cost	8,22,848	10,20,727
Interest on Defined Benefit Obligation	3,50,187	3,17,170
Total	**11,73,035**	**13,37,897**

Amount recognised in Other Comprehensive Income

Particulars	As at March 31, 2021	As at March 31, 2020
Re-measurements during the period due to		
Changes in financial assumptions	78,573	4,96,288
Changes in demographic assumptions	-	(40)
Experience adjustments	(4,83,591)	(6,98,736)
Actual return on plan assets less interest on plan assets	(54,931)	94,755
Closing amount recognised in OCI outside statement of profit and loss	**(4,59,949)**	**(1,07,733)**

Reconciliation statement

Particulars	As at March 31, 2021	As at March 31, 2020
a) Change in Defined Benefit Obligation		
Opening Defined Benefit Obligation	**64,19,467**	**58,14,107**
Current Service Cost	8,22,848	10,20,727
Interest on Defined Benefit Obligation	4,20,178	4,39,899
Actuarial Losses / (Gain)		
Re-measurements due to :		
Actuarial loss / (gain) arising from change in financial assumptions	78,573	4,96,288
Actuarial loss / (gain) arising from change in demographic assumptions	-	(40)
Actuarial loss / (gain) arising on account of experience changes	(4,83,591)	(6,98,736)
Benefits Paid	(8,09,771)	(6,52,778)
Closing Defined Benefit Obligation	**64,47,705**	**64,19,467**
b) Change in Fair Value of Assets		
Opening Fair Value of Plan Assets	**10,69,320**	**16,22,104**
Interest on plan assets	69,991	1,22,729
Re-measurements due to :		
Actual return on plan assets less interest on plan assets	54,931	(94,755)
Contribution by Employer	-	72,020
Benefit Paid	(8,09,771)	(6,52,778)
Closing Fair Value of Plan Assets	**3,84,471**	**10,69,320**
Change in Net Liability / (asset)		
Opening net defined benefit liability / (asset)	53,50,148	41,92,004
Expense charged to profit & loss account	11,73,035	13,37,897
Amount recognised outside profit & loss account	(4,59,949)	(1,07,733)
Contribution by Employer	**-**	**(72,020)**
Closing net defined benefit liability / (asset)	**60,63,234**	**53,50,148**

Maturity Profile of defined benefit obligations

Particulars	As at March 31, 2021	As at March 31, 2020
1 year	3,68,583	6,07,034
2 to 5 years	22,46,102	18,17,961
6 to 9 years	24,89,395	30,77,533
10 years and Above	49,22,333	64,37,786

Sensitivity Analysis

Particulars	As at March 31, 2021	As at March 31, 2020
Increase / (decrease) on present value of defined benefits obligation at the end of the year		
50 bps increase in discount rate		
Increase / (decrease) in %	(3.9%)	(4.0%)
Increase / (decrease) in ₹	(2,53,970)	(2,35,337)
50 bps decrease in discount rate		
Increase / (decrease) in %	4.2%	4.3%
Increase / (decrease) in ₹	2,69,802	2,70,112
50 bps increase in rate of salary escalation		
Increase / (decrease) in %	3.5%	3.6%
Increase / (decrease) in ₹	2,28,489	2,33,136
50 bps decrease in rate of salary escalation		
Increase / (decrease) in %	(3.4%)	(3.5%)
Increase / (decrease) in ₹	(2,16,880)	(2,21,914)

Note 25: Employee Stock Option Plan

The Company, from time to time, provides share based payments to its employees. These payments are provided in the form of stock options that can be exercised once the employee has completed specified service term with the Company. All share based employee payments will be settled in equity. The details of Stock options are provided below.

Particulars	ESOP 2011	ESOP 2016
Date of Shareholders' approval	27th Sep 2011	27th Sep 2016
Total number of options approved under the scheme	6,00,000	6,00,000
Vesting Schedule		
On completion of 12 months from the date of grant of Options	30% vesting	30% vesting
On completion of 24 months from the date of grant of Options	30% vesting	30% vesting
On completion of 36 months from the date of grant of Options	40% vesting	40% vesting
Exercise Price	Rs.10 per share	Rs.10 per share
Exercise Period	5 years from the date of vesting	5 years from the date of vesting
Option movements during the year		
Options outstanding at the beginning of the year	1,37,600	2,60,000
Options granted during the year	-	-
Options Lapsed & Forfeited during the year	20,100	10,000
Options exercised during the year	-	-
Variations of terms of options	None	None
Money realised by exercise of options (Rs.)	-	-
Total number of options in force as at the end of the year	**1,17,500**	**2,50,000**
Vested and available for exercise	1,17,500	1,20,500
Unvested	-	1,29,500

Summary of the Status of Options

Particulars	As at March 31, 2021	As at March 31, 2020
Options outstanding at the beginning of the year	3,97,600	4,11,900
Options granted during the year	-	1,85,000
Options Lapsed & Forfeited during the year	30,100	92,200
Options exercised during the year	-	1,07,100
Total number of options in force as at the end of the year	**3,67,500**	**3,97,600**

Note 26: Disclosures of dues / payments to Micro, Small and Medium enterprises to the extent such enterprises are identified by the company:

Particulars	As at March 31, 2021	As at March 31, 2020
a. Amount due on account of suppliers as at the end of the accounting year	45,39,463	35,61,013
b. Principal amount paid (includes unpaid) beyond the appointed date	NIL	NIL
c. Interest paid during the year;	NIL	NIL
d. Interest payable at the end of the year;	NIL	NIL
e. Interest accrued and unpaid at the end of the accounting year; has not been provided.	NIL	NIL

The information has been given in respect of such vendors to the extent they could be identified as "Micro, Small and Medium" enterprises on the basis of information available with the Company during the year.

Note 27: Earning Per Share (EPS) computed in accordance with Ind AS 33

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Basic		
Profit / (Loss) after tax as per accounts	(46,77,035)	4,51,393
Number of Shares issued (Weighted average no.)	2,63,16,372	2,62,53,957
Earning Per Share (of nominal value of equity share of Rs.10/- each)	**(0.18)**	**0.02**
Diluted		
Profit/ (Loss) after tax as per accounts	(46,77,035)	4,51,393
Number of Shares issued (Weighted average no.)	3,65,52,512	2,65,62,636
Earning Per Share (of nominal value of equity share of Rs.10/- each)	**(0.13)**	**0.02**

Calculation of Weighted average number of shares used as the denominator

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Weighted average number of equity shares used as the denominator in calculating basic earning per share	2,63,16,372	2,62,53,957
Adjustments for calculation of diluted earnings per share		
Stock options	3,67,500	3,08,679
Rights issue shares alloted in April 27, 2021	98,68,640	-
Weighted average number of equity shares used as the denominator in calculating diluted earning per share	**3,65,52,512**	**2,65,62,636**

Note 28: Warranty

The Company generally offers 3 months to 12 months warranties for its products. Management estimates the related provision for future warranty claims based on historical warranty claim information, as well as recent trends that might suggest that past cost information may differ from future claims. Provision is made for estimated warranty claims in respect of products sold which are still under warranty at the end of the reporting period.

Movement in provision during the financial year

Particulars	Warranty Provision	
	For the year ended March 31, 2021	For the year ended March 31, 2020
Opening Provision	9,35,873	18,17,300
Additions during the year	9,41,627	9,35,873
Reversal during the year	9,35,873	18,17,300
Closing Provision	**9,41,627**	**9,35,873**

Note 29: Contingent Liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Claims against the company not acknowledged as debt		
Value Added Tax	16,58,492	16,58,492
Service Tax	5,81,29,154	5,81,29,154
Total	**5,97,87,646**	**5,97,87,646**

Note 30: Accounting for Leases

The company has adopted Ind AS 116 "Leases" effective 1st April 2019, as notified by the Ministry of Corporate Affairs (MCA) vide Companies (Indian Accounting Standard), Amendment Rules, 2019, using the modified retrospective method.

Note 32: Financial Instruments

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet terms that contain financial instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument is disclosed in Note 1 to the financial statements.

i) Classification of Financial Assets and Liabilities

All financial assets and financial liabilities are valued at amortised cost.

ii) Fair Value Hierarchy

There are no financial assets or liabilities of the Company, which, after their initial recognition, have been fair valued either during the year or in the previous year.

iii) Financial Risk Management Policies and Objectives

The Company, in the course of its business, is exposed to a variety of financial risks, viz., market risk, credit risk and liquidity risk which can adversely impact the financial performance. The Company's endeavor is to foresee the unpredictability of financial markets and seek to minimise potential adverse effects on its financial performance. The Company has a risk management policy that not only covers the foreign exchange risk but also other risks such as interest rate risk and credit risk which are associated with financial assets and liabilities.

Note 31: Segment Reporting

For management purposes, the company is organised into business units based on its products and services and has three reportable segments, as follows:

a) The Printers business which is into design, manufacturing and distribution of Retail Billing Printers and other impact printers

b) The Managed Printing Solutions (MPS) business which is into providing office printing solutions and services to corporate customers

c) The Digital Services business which is into providing Digital services like GST.

Particulars	Printer Business		MPS Business		Digital Services		Total	
	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20
Revenue								
Net Sales / Income from Operations	26,53,09,775	20,05,96,976	35,04,15,173	44,87,96,207	63,43,693	71,34,134	62,20,68,641	65,65,27,317
Segment Revenue	**26,53,09,775**	**20,05,96,976**	**35,04,15,173**	**44,87,96,207**	**63,43,693**	**71,34,134**	**62,20,68,641**	**65,65,27,317**
Segment Result before exceptional items, depreciation, interest and tax	**(37,16,633)**	**20,34,365**	**12,56,95,462**	**14,05,20,512**	**(51,25,009)**	**(19,42,866)**	**11,68,53,820**	**14,06,12,011**
Less: Depreciation and amortisation expenses	78,77,154	65,23,177	10,04,95,429	11,96,55,740	6,23,488	10,23,792	10,89,96,071	12,72,02,709
Segment Result before exceptional items, interest and tax	**(1,15,93,787)**	**(44,88,812)**	**2,52,00,035**	**2,08,64,772**	**(57,48,497)**	**(29,66,657)**	**78,57,749**	**1,34,09,302**
Add: Interest Income							46,195	1,59,576
Less: Finance Cost							1,33,78,497	1,29,20,715
Profit before exceptional items and tax							**(54,74,553)**	**6,48,163**
Less: Exceptional items							-	-
Profit Before tax							**(54,74,553)**	**6,48,163**
Less: Tax Expenses							(7,97,518)	1,96,770
Profit After Tax							**(46,77,035)**	**4,51,393**
Other Information								
Segment Assets	24,97,21,119	19,46,09,882	44,82,16,166	52,10,29,977	9,14,92,415	8,60,95,254	78,94,29,700	80,17,35,113
Segment Liabilities	6,45,63,700	6,51,70,063	8,90,48,464	11,60,77,431	38,20,140	21,78,279	15,74,32,304	18,34,25,773
Capital Employed	**18,51,57,419**	**12,94,39,819**	**35,91,67,702**	**40,49,52,546**	**8,76,72,275**	**8,39,16,975**	**63,19,97,396**	**61,83,09,340**

A. Market Risk:

Market risk is the risk of any loss in future earnings, in realisable fair values or in future cash flows that may result from a change in the value of financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

B. Foreign currency exchange rate risk:

The fluctuations in foreign currency exchange rate may have a potential impact on the statement of profit and loss and equity. This arises from transactions entered in foreign currency and assets/liabilities which are denominated in a currency other than the functional currency of the Company.

The Company imports raw materials, traded goods, consumables etc and such transactions are denominated in US Dollars. The Company does not take major exposure in any other foreign currency. The Company also exports goods which are billed in US dollars. The Company has a hedging policy approved and reviewed by the Board of Directors to mitigate its risks. Details of foreign currency exposure in USD are as follows:

Particulars	As at March 31, 2021	As at March 31, 2020
Trade Payables (Amount in INR)	2,88,69,150	2,24,54,517
Trade Payables (Amount in USD)	3,98,879	2,97,884

C. Credit risk:

Credit risk is the risk of financial loss arising from counter party failure to repay or service debt according to the contractual terms or obligations. Credit risk covers both the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks.

Trade receivables constitute the financial instruments that are exposed to credit risk. The Company's policy is to deal only with credit-worthy counterparts. The Company management considers that all the financial assets that are not impaired for each of the reporting dates under review are of good credit quality, including those that are past due. None of the Company financial assets are secured by collateral or other credit enhancements.

The Company's exposure to credit risk is limited to the carrying amount of financial assets recognised at the balance sheet date.

Note 33: Scheme of Arrangement

The Board of the Company vide resolution passed in the meeting held on 13th February 2020 had approved a Scheme of Arrangement whereby its wholly owned subsidiary M/s. WeP Digital Services Limited was proposed to be merged into the Company with 1st April 2020 as the appointed date pursuant to Section 233 of the Companies Act,2013 under the fast track mode. The Regional Director, South East Region, Hyderabad vide order dated 10th September 2020 had not approved the same under the fast track mode. The Board of the Company at its meeting held on 28th December 2020 considered and approved a scheme of amalgamation pursuant to sections 230 to 232 and other relevant provisions of the Companies Act, 2013 with 1st April 2021 as the appointed date. Pursuant to the same, an application was filed before the National Company Law Tribunal(NCLT). The NCLT, vide its order dated 23rd March 2021, has ordered holding of the meetings of equity shareholders and unsecured creditors of the Company. The said meetings have been held and as per the Scrutinizer's report for the unsecured creditors' meeting and equity shareholders' meeting, the resolutions have been approved in the respective meetings. The scheme will come into effect subject to compliance with other procedural requirements under the relevant provisions of the Companies Act, 2013.

Note 34: COVID-19 Note

The global health pandemic and consequent lockdown has impacted the regular business operations of the Company. The Company has used the principles of prudence in applying judgments, estimates and assumptions and based on the current estimates, the company expects to recover the carrying amount of trade receivables, investments and other assets. The eventual outcome of impact of the global health pandemic may be different from those estimated as on the date of approval of these financial statements. The Company will continue to monitor developments to identify significant uncertainties in future periods, if any.

Management believes that considering the Company's historical performance and its business model it has adequate liquidity and business plans to continue to operate the business and mitigate the risks associated with COVID-19 for the next 12 months from the date of these Financial Statements. The Company has also ensured that majority of its employees are working from home and providing the required support to business and ensuring that there is least disruption.

Note 35: Code of Social Security, 2020

The Code of Social Security, 2020, seeking to regulate the employee benefits, both during employment and post employment, was published in the Gazette of India but is yet to come into force as the date on which the Code will come into effect is not notified. The Company will assess the impact of the Code and will record any related impact in the period in which the Code becomes effective.

Note 36: Capital Management

The Company's capital management is intended to maximise the return to shareholders for meeting the long-term and short-term goals of the Company through the optimization of the debt and equity balance.

The Company determines the amount of capital required on the basis of annual and long-term operating plans and strategic investment plans. The funding requirements are met through equity and long-term / short-term borrowings. The Company monitors the capital structure on the basis of Net debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

For the purpose of capital management, capital includes issued equity capital, securities premium and all other reserves attributable to the equity shareholders of the Company. Net debt includes all long and short-term borrowings as reduced by cash and cash equivalents.

The following table summarises the capital of the Company:

Particulars	As at March 31, 2021	As at March 31, 2020
Debt*	13,16,35,830	11,28,55,120
Cash and Cash Equivalents	49,25,867	36,983
Net debt	12,67,09,963	11,28,18,137
Equity**	50,03,61,571	50,54,54,223
Total Capital (Debt + Equity)	62,70,71,534	61,82,72,360
Net Debt to Equity Ratio	0.20	0.18

*Debt is defined as long-term and short-term borrowings

**Equity includes all capital and reserved of the company that are managed as capital.

Note 37: Income Tax

Income Tax Expenses has been allocated as follows:

Particulars	As at March 31, 2021	As at March 31, 2020
Current Tax		
In respect of current year	65,24,217	56,66,355
In respect of prior years	(5,79,338)	16,452
Deferred Tax		
In respect of Current Year	(69,42,397)	(54,86,037)
Total income tax gain recognised in the current year relating to continuing operations		
The income tax expense for the year can be reconciled to the accounting profit as follows:		
Profit before tax from continuing operations	(54,74,553)	6,48,163
Income tax expense calculated at 27.82%	(15,23,022)	1,80,319
Adjustments recognised in current year relating to previous years	(5,79,338)	16,452
Effect of other Temporary differences now recognised as DTA, net	11,58,676	-
Effect of Permenant differences	14,06,166	-
Tax recognised in Profit & Loss Statement	(7,97,518)	1,96,770

Note 38: The Board of the Company had approved issue of shares on Rights basis in its meeting held on 6th November, 2020. The proposed issue was in the ratio of three equity shares for every eight shares held on the record date i.e. 12th March, 2021 and at face value. The Rights issue opened on 24th March 2021 and concluded on 19th April 2021. The issue was fully subscribed and 98,68,640 equity shares were allotted to the successful applicants on 27th April 2021.

Note 39: Previous Year figures have been regrouped / rearranged wherever necessary to conform to the current year presentation.

See Accompanying Notes to the Financial Statements

As per our report attached

For N M Raiji & Co
Chartered Accountants
Firm Reg. No.: 108296W

Vinay D Balse
Partner
Membership No.: 039434

Place: Mumbai
Date: May 28, 2021

For and on behalf of the Board of Directors

H V Gowthama
Director
DIN: 00250122

Ram N Agarwal
Chairman & Managing Director
DIN: 00006399

Sandeep Kumar Goyal
Executive Director & CFO
DIN: 03023842

Sujata Pratik Shaha
Company Secretary

Place: Bengaluru
Date: May 28, 2021



WeP Solutions Limited

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