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| ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER |
| FOR THE ELIGIBLE EQUITY SHAREHOLDERS OF WeP SOLUTIONS LIMITED (THE “COMPANY”) ONLY |
| This is an Abridged Letter of Offer containing salient features of the Letter of Offer dated March 5, 2021 (“Letter of Offer”) which is available on the websites of the Registrar, our Company, the Lead Manager and the Stock Exchange You are encouraged to read greater details available in the Letter of Offer. Capitalized terms not specifically defined herein shall have the meaning ascribed to them in the Letter of Offer |
| THIS ABRIDGED LETTER OF OFFER CONTAINS 12 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES |
| Our Company has made available on the Registrar’s website at https://rights.cameoindia.com/wep , Abridged Letter of Offer along with the Rights Entitlement Letter and Application Form to the Eligible Equity Shareholders who have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. You may also download the Letter of Offer from the websites of the Company, the stock exchange where the Equity Shares of our Company are listed, i.e., BSE Limited (“BSE”), the Lead Manager and the Registrar, i.e., at www.wepsolutions.co.in ; www.bseindia.com , www.arihantcapital.com , and https://rights.cameoindia.com/wep , respectively. The Application Form is available on the respective websites of the Lead Manager and the Stock Exchanges and on the R-WAP. |





WeP SOLUTIONS LIMITED

CIN : L72200KA1995PLC025617

Regd Office: 40/1-A,Basappa Complex, Lavelle Road, Bengaluru – 560 001, Karnataka
Tel: No. 9019915738; **E-mail:** compliance.officer@wepsol.in; website : www.wepsolutions.co.in;
Contact Person: Sujata Pratik Shaha, Company Secretary and Compliance Officer

Promoters of our Company : WeP Peripherals Limited and Mr. Ram Narayan Agarwal

| | | | |
|---|----------------|---------------------------------|----------------|
| ISSUE DETAILS | | | |
| ISSUE OF 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. FOR FURTHER DETAILS, PLEASE REFER THE SECTION TITLED “TERMS OF THE ISSUE” BEGINNING ON PAGE NO. 123 OF THIS LETTER OF OFFER | | | |
| AMOUNT PAYABLE ON APPLICATION : RS. 10/- PER EQUITY SHARE | | | |
| The existing Equity Shares of our Company are listed on BSE Limited (BSE). Our Company has received in-principle approval from BSE for listing the securities arising from this Issue by its letter dated February 26, 2021. | | | |
| Procedure: If you wish to know about processes and procedures applicable to a rights issue, you may refer to the section titled “Terms of the Issue” on page 123 of the Letter of Offer. You may download a copy of the Letter of Offer from the websites of our Company, Stock Exchanges, Registrar as stated above | | | |
| ELIGIBILITY FOR THE PRESENT RIGHTS ISSUE | | | |
| Our Company is eligible to undertake the Issue in terms of SEBI ICDR Regulation. Pursuant to Clause 1 of Part B of Schedule VI to the SEBI ICDR Regulations, our Company is required to make disclosures in accordance with Part B of Schedule VI to the SEBI ICDR Regulations | | | |
| INDICATIVE TIMELINES | | | |
| Issue Opening Date | March 24, 2021 | Date of Allotment (on or about) | April 27, 2021 |
| Last date for on-market renunciation * | April 12, 2021 | Date of Credit (on or about) | April 29, 2021 |
| Issue closing date # | April 19, 2021 | Date of Listing (on or about) | April 29, 2021 |
| Finalisation of Basis of Allotment (on or about) | April 27, 2021 | Date of trading (on or about) | May 3, 2021 |
| * Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date | | | |
| # The Board may however decide to extend the Issue period, as it may determine from time to time, but not exceeding 30 days from the Issue Opening Date. | | | |
| GENERAL RISKS | | | |
| Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and this Issue including the risks involved. The Equity Shares have neither been recommended nor approved by the SEBI, nor does SEBI guarantee the accuracy or adequacy of the Letter of Offer. Specific attention of the Investors is invited to the section “Risk Factors” on page 14 of the Letter of Offer and “Internal Risk factors” on page 7 of this Abridged Letter of Offer before making an investment in the Issue | | | |

| | |
|---|---|
| LEAD MANAGER TO THE ISSUE | REGISTRAR TO THE ISSUE |
|  <p>Arihant Capital Markets Limited Merchant Banking Division</p> <p>SEBI Registration No.: INM 000011070 #1011, Solitaire Corporate Park, Guru Hargovindji Road, Chakala, Andheri (E), Mumbai – 400 093 Tel : 022-42254800; Fax : 022-42254880 Email: mbd@arihantcapital.com Website: www.arihantcapital.com Contact Persons: Mr. Amol Kshirsagar / Mr. Satish Kumar P</p> |  <p>Cameo Corporate Services Limited, SEBI Registration No. : INR 000003753 #1 Subramanian Building Club House Road Chennai – 600 002 Tel : 044-4002 0700 E-mail: priya@cameoindia.com; Website: www.cameoindia.com Contact Person : Ms. Sreepriya K</p> |

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|---|--|
| Name of the Lead Manager and contact details | Arihant Capital Markets Limited 1011, Building No.10, Solitaire Corporate Park Guru Hargovindji Road, Chakala, Andheri (East), Mumbai – 400 093. Tel : 022-42254800; Fax : 022-42254880; E-mail : mbd@arihantcapital.com; Website : www.arihantcapital.com Contact Persons : Mr. Amol Kshirsagar / Mr. Satish Kumar P |
| Name of the Registrars to the Issue and contact details | Cameo Corporate Services Limited #1 Subramanian Building Club House Road, Chennai – 600 002 Tel : 044-4002 0700, E-mail:priya@cameoindia.com; Website:www.cameoindia.com; Contact Person : Ms. Sreepriya K |
| Name of Statutory Auditors | N.M. Rajji & Co., Chartered Accountants 6th Floor, Universal Insurance Building, Sir Pherozeshah Mehta Road, Fort, Mumbai – 400 001. Tel : 022-22870068; E-mail : nmr.ho@nmrajji.com |
| Self Certificate Syndicate Banks (SCSB) | The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes as updated from time to time or at such other website as may be prescribed from time to time. Further, for a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA applications from the Designated Intermediaries and updated from time to time, please refer to the above mentioned link or any such other website as may be prescribed by SEBI from time to time |
| Bankers to the Issue | Axis Bank Limited No.19/4, Sairbagh, Cunningham Road, Bengaluru – 560 052 Tel : 91 9620219971; E-mail : vara.k@axisbank.com |

SUMMARY OF BUSINESS

WeP MPS provides end-to-end Printing solutions to large enterprises, WeP Retail provides billing and business solutions to the large unorganized retail sector in India and WeP Digital offers GST and Document Management Services (DMS) to both enterprises and retailers. There are two common factors that unify these different businesses viz. a track record of continuous Innovation and a shared set of Values.

(A) Managed Print Services (MPS)

WeP understood that printing is a complete ecosystem in itself and negligence in any one area can result in a tremendous rise in both operational costs and security threats. WeP MPS transforms this process by managing the entire Print requirements from end-to-end and providing customized solutions. From streamlining the entire print infrastructure and establishing print policies for large organizations to maintaining a printer's health by providing timely resolution, WeP is a one-stop solution for all printing needs

MPS helps organizations by delivering significant cost savings, boosts employee productivity and reduces avoidable waste. It helps organizations to optimize or manage a company's document output without compromising on the quality. MPS is used extensively for managing complex IT infrastructure in large enterprises, thereby boosting the growth of the segment.

Every organization value the benefit of cost reduction, corporate productivity, seamless operation, and greater secured infrastructure when it comes to their enterprise printing requirement.

The key role of WeP MPS includes: (a) Understanding the complete printing process of the organization and thereby catering to the needs by developing customized technological solutions; (b) Catering to the needs of an organisation by providing customized solutions like specific types of printers, toners, management tools, security etc.; (c) Supplying printer spare consumables such as toners, standby printers and cartridges and ensuring no downtime in printing; (d) Providing end-to-end support, print policies and services which includes providing onsite resource and support; (e) Asset Management solutions wherein WeP manages printers of a customer without any initial investments.

(B) WeP Digital Services

The Digital India initiative was launched by the Government on July 1, 2015 with the vision of transforming our nation and creating opportunities for all citizens by harnessing digital technologies. The initiative includes plans to connect rural areas with high speed internet as well as to streamline businesses, transactions, authentications, verifications and data management through the digital platform.

WeP is committed to play a prominent role in helping India achieve this futuristic dream. This is what gave birth to WeP Digital. It all began in the year 2017 with an aim to devise tailor made digital solutions for future problems. The areas of operations include GST, Aadhaar services, Document Management, Retail Automation Solutions, Business Services, Compliance Services and Payment Services. WeP's aim is to help every business, small, medium or large, be it a startup or companies that have been

in the market for a long time and develop solutions customized to their needs. It also includes providing digital business solutions through cloud based technology for retail and enterprise units. WeP Digital's vision is to be the largest digital service provider in the country by 2022 to both enterprise and retail segments.

In the enterprise business segment, WeP offers digital business solutions to medium and large enterprises. From managing documents to helping them file their GST returns to developing app-based tracking services to making operations easy, WeP Digital takes care of it all with its customized end-to-end digital solutions.

With large businesses and huge transactions, paperwork is at the core of an organization's day-to-day operations. This is where WeP Document Management Solutions (DMS) helps ease the process. Managing a mountain of documents is a huge task for companies, making it essential for companies to have a dedicated team for the same. This increases the costs as well as results in wastage of important human work hours. WeP Digital has helped create an automated environment for managing crucial documents. From cloud-based storage of data to creating applications that ensure paperless operations to enabling access of crucial documents at their fingertips, WeP DMS does it all.

WeP DMS services have been well acknowledged by the industry. With its new initiatives, WeP provides tailored and scalable solutions to facilitate Smart Content Collaboration and Process Automation for Enterprises. WeP DMS enhances Process Digitization for proper documentation storage. The solution is designed to streamline workflows, aggregate all kinds of communication, track and ensure data compliance and secure digital assets with adequate disaster recovery. It is deployed as on-premise or cloud-based solution depending on the client's choice. Adding a feather to the cap of WeP Digital is the fact that it was recently featured amongst the 20 most promising DMS solutions providers for the year 2018. The acknowledgement was from CIO Review.

(C) WeP Retail Printing Services

The WeP Billing Printers help firms in the traditional sector do their work more efficiently by providing solutions which are customized to each sector. The WeP Billing Printers are deployed extensively in Food & Beverages (Fast Food stalls, Bakeries, Restaurants and Ice Cream shops) followed by Grocery, Textiles, Footwear and Jewellery Outlets. The WeP Billing Printers have helped them migrate from physical bills to electronic bills, besides equipping them to manage their businesses in a more tech savvy and effective manner. At the most basic level, WeP provides Billing Services at the most affordable, simple and compact level. The biggest transformation is from handwritten to print bills. We also help them in Cash management, Inventory Management and Profit Management. The customer then ultimately migrates to the Digital phase. WeP is thus present at all stages of the customer's journey.

WeP's all-in-one point of sale solutions, cloud and mobile based applications are thus fulfilling a fundamental need gap in the Traditional Retail Market.

The WeP Retail team works closely with customers, understands the stated and unstated needs and provides them with customized solutions. WeP Retail rolled out many innovative products like BP Gold - specific to the Jewellery segment, BP Joy series - the most affordable 2 inch and 3 inch billing printers and several others.

OBJECTS OF THE ISSUE

Requirement of funds and utilisation of Issue Proceeds

| | | <i>(Rs. in lakhs)</i> |
|--------|---|-----------------------|
| Serial | Particulars | Estimated Amount |
| (A) | Gross proceeds of the Rights Issue * | 986.86 |
| | Less : Expenses of the Issue | 60.00 |
| | Net proceeds of the Rights Issue | 926.86 |
| (B) | Utilisation of the net proceeds of the Rights Issue | |
| | (a) Reduction of consolidated borrowings of our Company | 675.94 |
| | (b) Towards meeting the additional working capital requirements | 150.00 |
| | (c) General Corporate purposes | 100.92 |
| | Sub-total | 926.86 |

* Assuming full subscription and allotment

Details in relation to utilisation of the net proceeds of the issue are as under :

1. Reduction of the consolidated borrowings of our Company

Our Company has availed loans in the ordinary course of business for the purposes including but not limited to meeting working capital requirements and financing capital expenditure. The company has borrowings in the form of cash credit and term loans.

a) Repayment of Term Loan (Rs. 425.94 lakhs)

Our Company intends to use part of the net proceeds for repayment of the monthly instalments of the term loan availed by the company from Axis bank. The company had availed this loan for investment in the Managed Printing Services business where the company deploys printing devices at customer place. The monthly instalment of the term loan is Rs. 18.51 lakhs. The repayment has commenced from August 31, 2019. We intend to utilise the proceeds in the following manner:

| Particulars | Rs. in lakhs |
|--|---------------|
| Long term loan instalments paid already from internal accruals during the period August 2019 to January 2021 | 277.78 |
| Instalments to be repaid during the period February 2021 to September 2021 | 148.16 |
| Total Repayment plan for the Term loan | 425.94 |

b) Reduction in Working capital borrowing (Rs. 200 lakhs)

Our company intend to reduce the working capital borrowings by Rs.200 lakhs. The proceeds from the rights issue shall be utilised to achieve this objective of overall working capital debt reduction. This will be by way of either surrendering some working capital limits or by way of reducing the CC utilisation.

c) Repayment of Subsidiary borrowing (Rs. 50 lakhs)

Our subsidiary M/s WeP Digital Services Limited, has a loan outstanding to the promoter entity for a sum of Rs.50 lakhs. Our company is already under the process of merging this subsidiary with our Company. A scheme to this effect has already been approved by the Board of Directors of both the companies. The merger is subject to approval of the NCLT, shareholders and creditors, both secured and unsecured of respective companies. Upon merger, we intend to repay the loan of Rs.50 lakhs taken by the subsidiary company back to the promoter entity.

| Particulars | Details |
|---------------------------------|--|
| Loan Agreement Dated | 26th August 2019 |
| Name of the Lender | WeP Peripherals Limited |
| Amount of Loan | Rs. 50,00,000/- |
| Rate of Interest | 10.5% per annum |
| Disbursement schedule | Rs 30,00,000/- initially and Rs 20,00,000/- based on request within 6 months |
| Periodicity of interest payment | Monthly |
| Period of the loan | 3 years |
| Repayment schedule | Bullet repayment on maturity |
| Call back option to the lender | 3 months' notice to the borrower |

Total borrowing proposed to be reduced/repaid:

| Particulars | Rs. in lakhs |
|---------------------------------------|---------------|
| Long Term Loan (a) | 425.94 |
| Working Capital Loan Reduction (b) | 200.00 |
| Repayment of Subsidiary borrowing (c) | 50.00 |
| Total | 675.94 |

The selection of borrowings proposed to be prepaid, repaid (earlier or scheduled) out of the borrowings provided above, shall be based on various factors including (i) repayment schedule of such borrowings, ii) cost of the borrowings to us, including applicable interest rates, (iii) levy of any prepayment penalties and the quantum thereof, (iv) provisions of any law, rules, regulations governing such borrowings, and (v) other commercial considerations including, among others, the interest rate on the loan facility, the amount of the loan outstanding and the remaining tenor of the loan.

Given the nature of these borrowings and the terms of repayment/ pre-payment, the aggregate outstanding loan amounts may vary from time to time. In addition to the above, we may, from time to time, enter into further financing arrangements and draw down funds thereunder. In such cases or in case any of the above loans are repaid/ pre-paid or further drawn-down prior to the completion of the Issue, we may utilize Net Proceeds towards repayment/ pre-payment of such additional indebtedness.

The repayment or pre-payment will help reduce our outstanding indebtedness and debt servicing costs on a consolidated basis, assist us in maintaining a favourable debt to equity ratio and enable utilisation of our internal accruals for further investment in business growth and expansion. In addition, the debt to equity ratio of our Company on a consolidated basis will improve enabling us to raise further resources in the future to fund potential business development opportunities and plans to grow and expand our business in the future.

2. **Additional Working Capital Requirements (Rs. 150 lakhs)**

We fund the majority of our working capital requirements in the ordinary course of our business from the cash credit borrowings from banks and internal accruals. We operate in a highly competitive and dynamic market conditions and may have to revise our estimates from time to time on account of external circumstances, business or strategy, foreseeable opportunity. Consequently, our fund requirements may also change.

Our business is predominantly working capital intensive. The company's existing operations require that the supplies and inventory be maintained at various locations 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 also signed up for distribution of Ricoh products in Q4 FY 20 and has procured finished goods for sale in Indian market. This has resulted in an increase working capital investment. The trend of the working capital cycle for the company has been on an upward trend as given below and hence it is essential to augment its working capital resources. The company has working capital arrangements with Banks whereby finance is available for upto 75% of the current assets and the balance 25% is to be provided as margin by the company. With the increased working capital investment, the company will have to provide for additional long term funds by way of margin. The estimates for the current assets are given as under:

| Particulars | (Rs. in lakhs) | | |
|--|-----------------------|-------------------------|-------------------------|
| | Actuals FY 2019-20 | Estimated FY 2020-21 | Estimated FY 2021-22 |
| Inventories | 1,244.45 | 1,322.84 | 1,609.22 |
| Trade receivables | 1,341.01 | 1,430.52 | 1,587.84 |
| Other current assets | 468.62 | 494.86 | 518.10 |
| Total Current Assets | 3,054.07 | 3,248.22 | 3,715.16 |
| Margin Money for Current Assets - 25% of Current Assets | 763.52 | 812.06 | 928.79 |
| To be financed by | | | |
| Rights Issue | - | - | 150.00 |
| Internal accruals | 763.52 | 812.06 | 778.79 |

Assumption for working capital requirements

| Particulars | Holding Level as of FY 2019-20 (Actual) | Holding Level as of FY 2020-21 (Estimated) | Holding Level as of FY 2021-22 (Estimated) |
|---------------------------|--|---|---|
| Inventory Days | 179 | 196 | 165 |
| Receivables Days | 72 | 88 | 77 |
| Creditors Days | 74 | 68 | 52 |
| Net Working capital cycle | 177 | 216 | 190 |

Inventory Days

The increase in Inventory days was due to lower than anticipated sales in FY 2020-21 due to Covid situation. In FY 2021-22, it is estimated to be back to regular levels with slight improvement.

Receivables days

Again due to the Covid-19 situation, there is a slight increase in the receivables days due to delay in collections from customers. This is expected to improve in 21-22, when activity levels are increased and more customers are operating at full capacity.

Creditors days

The creditors days have remained more or less same in FY20-21 as the company has been paying to all its vendors on time even during the times of pandemic. Further, due to the revised MSME norms, we expect that more suppliers will be eligible for registration which will result in the payments happening before 45 days as per law. Hence there is an estimate of lower days of creditors in the assumptions.

Basis of Estimation and Justification

The incremental working capital requirements and deployment are based on historical Company data, experience of our management team and our internal management appraisal and estimation of the future requirements considering the growth in activities of our Company.

The growth in the segments of Digital Services and distribution of Ricoh Printing products and solutions has provided our company an opportunity to utilize its growing potential for expansion in the coming years. Having the financial stability to contribute for the expansion is instrumental for the growth and development of the organization. Given the current pandemic situation and the future uncertain economic scenario both in India and across the world, it is imperative to augment the working capital resources of the company to meet any immediate requirement. The company intends to utilise a sum of Rs. 150 Lakhs towards this objective.

3. Issue Related Expenses (Rs. 60 lakhs)

The Issue related expenses include, among others, fees to various advisors, printing and distribution expenses, advertisement expenses, and registrar and depository fees. The estimated Issue related expenses are as follows :

| Expenses | Amount (Rs. lakhs) | % of estimated issue expenses | % of issue size* |
|---|-----------------------|----------------------------------|---------------------|
| Fees payable to the intermediaries (Lead Manager fees, Legal Counsel fees, registrar fees and expenses etc) | 39.00 | 65.00% | 3.95% |
| Advertising and marketing expenses | 9.00 | 15.00% | 0.91% |
| Fees payable to regulators, including depositories, MCA, Stock Exchanges and SEBI | 9.00 | 15.00% | 0.91% |
| Other expenses (including miscellaneous expenses and stamp duty) | 3.00 | 5.00% | 0.30% |
| Total * | 60.00 | 100.00% | 6.08% |

* Subject to finalisation of Basis of Allotment and actual Allotment. In case of any difference between the estimated Issue related expenses and actual expenses incurred, the shortfall or excess shall adjusted with the amount allocated towards general corporate purposes.

4. General Corporate Purposes (Rs. 100.92 lakhs)

Our Company intends to deploy the balance Net Proceeds towards general corporate purposes, subject to such utilization not exceeding 25% of the Gross Proceeds, in compliance with applicable laws, to drive our business growth, including, amongst other things, (a) brand building and other marketing expenses; (b) funding growth opportunities, including strategic initiatives; (c) acquiring assets, such as plant and machinery, furniture and fixtures, and intangibles; (d) acquisitions in pursuance of inorganic growth opportunities; (e) meeting any expenses incurred in the ordinary course of business by us, including salaries and wages, rent, administration expenses, insurance related expenses, reduction of consolidated borrowings and the payment of taxes and duties; (f) meeting of exigencies which we may face in course of any business; and (g) any other purpose as permitted by applicable laws and as approved by the Rights Issue Committee.

Means of Finance

Our Company proposes to meet the entire requirement of funds for the proposed objects of the Issue from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue.

Monitoring Agency: Not Applicable

For more details, please refer to the chapter titled “Objects of the Issue” on page 32 of the Letter of Offer.

Equity Shareholding pattern of the Company as on December 31, 2020

| Category of shareholder | Pre-issue number of shares held | % of total paid-up capital |
|---------------------------|---------------------------------|----------------------------|
| Promoter & promoter group | 1,08,36,335 | 41.18% |
| Public | 1,54,80,037 | 58.82% |
| Total | 2,63,16,372 | 100.00% |

BOARD OF DIRECTORS OF OUR COMPANY

| Name and Designation | Other Directorships as on the date of this Letter of Offer |
|--|---|
| Mr. Ram N Agarwal Chairman & Managing Director | WeP Peripherals Limited wep solutions india limited E-Peripherals Trading Limited RNAWEP Investments Private Limited eMerge Power Solutions Private Limited |
| Mr. H V Gowthama Independent Director | Digico India Private Limited Kamerad News Advertising Private Limited Vertex Electronics Private Limited Eamo Technologies Private Limited |
| Mr. Shankar Jaganathan Independent Director | Right Horizons Financial Services Private Limited Cimplyfive Corporate Secretarial Services Private Limited Right Horizons Portfolio Management Private Limited |
| Ms. Mythily Ramesh Independent Director | The Karnataka Bank Limited KBL Services Limited WeP Digital Services Limited |
| Mr. G H Visweswara Independent Director | WeP Digital Services Limited |
| Mr. Ayyagari Lakshmanarao Non-Executive Director | Sumeru Software Solutions Private Trianz IT & Cloud Solutions Private Limited Trianz V BPO Services Private Limited WeP Peripherals Limited Trianz Holdings Private Limited WeP Digital Services Limited Sumeru Enterprise Tiger Business Solutions Private Limited Novaark Digital Consulting Private Limited Partner, BCIL Yelahanka Projects LLP |

| Name and Designation | Other Directorships as on the date of this Letter of Offer |
|--|---|
| Mr. Sandeep Kumar Goyal Whole Time Director / CFO | wep solutions india limited WeP Digital Services Limited eMerge Power Solutions Private Limited |

For more details, see the chapter titled “Our Management” on page 50 of the Letter of Offer.

NEITHER OUR COMPANY NOR OUR PROMOTER OR ANY OF OUR DIRECTORS HAVE BEEN DECLARED AS A WILFUL DEFAULTER BY THE RBI OR ANY OTHER GOVERNMENT AUTHORITY

FINANCIAL INFORMATION

A summary of the restated financial information of our Company for Financial Year 2019-20 and for the 9 months period ended December 31, 2020 is set out below:

| Particulars | (Rs. in lakhs) | |
|--|-----------------------------------|--------------------------|
| | Limited reviewed as at 31/12/2020 | Audited as at 31/03/2020 |
| Total income from operations (net) | 4,010.44 | 6,926.83 |
| Net profit / (loss) before tax and extraordinary items | (272.02) | (85.93) |
| Profit / (loss) after tax and extraordinary items | (205.22) | (212.08) |
| Equity Share Capital | 2,631.70 | 2,631.70 |
| Reserves and Surplus | 1,332.32 | 1,523.87 |
| Networth | 3,964.01 | 4,155.56 |
| Basic earnings per share (Rs.) | (0.78) | (0.81) |
| Diluted earnings per share (Rs.) | (0.79) | (0.80) |
| Net asset value per share (Rs.) | 15.06 | 15.79 |
| Return on net worth (%) | (5.20%) | (5.10%) |

INTERNAL RISK FACTORS

The below mentioned risks are the top ten risk factors as per the Letter of Offer

- One of our main revenue streams is the Managed Printing Services. With the global trend towards reduction in printing of papers, we may face challenges in achieving a high growth rate for the business vertical.
- Our Company's business is dependent on few customers. Any loss of such customers or a significant reduction in purchases by such customers could adversely affect our business, results of operations and financial conditions
- We have contingent liabilities and our financial condition could be adversely affected if any of these contingent liabilities materialises
- If we fail to innovate, adapt and respond effectively to rapidly changing technology, our solutions may become less competitive or obsolete.
- The continuing effect of the COVID-19 pandemic on our business and operations is highly uncertain and cannot be predicted.
- Our Company is involved in certain legal and other proceedings. An adverse outcome in such proceedings may have an adverse effect on our Financials
- Our Company proposes to utilize a portion of the Net Proceeds to repay or prepay certain borrowings availed by our Company, and the utilization of that portion of the Net Proceeds will not result in creation of any tangible assets.
- Our Company may not be able to raise the entire Rs. 986.86 lakhs as proposed through the present Rights Issue due to non-subscription by shareholders of their rights entitlement either in partial or full
- We are dependent on our Managing Director and the Leadership Team to manage our current operations and meet future business challenges
- We face competition in all the business segments including the Managed Printing Services (MPS) and Digital Services which may limit our growth and prospects

For further details, see the section “Risk Factors” on page 14 of the Letter of Offer

SUMMARY OF OUTSTANDING LITIGATION AND DEFAULTS

A summary of material outstanding legal proceedings involving our Company identified in accordance with the SEBI ICDR Regulations as on the date of this Letter of Offer, including the aggregate approximate amount involved to the extent ascertainable, is provided below :

| | |
|--|--|
| Against our Company | Nil |
| By our Company | |
| (a) | Against Acropetal Technologies Limited seeking winding up of the Acropetal Technologies Limited under section 433 (e) and (f) read with section 434 of the Companies Act, 1956 for failing to discharge its liability of Rs. 55.37 lakhs and interest amounting to Rs. 10.27 lakhs |
| (b) | Against Power Craft Electronics Pvt. Limited and another, seeking relief against infringement of our copyright in respect of the user manual, brochure, etc. – Amount not quantifiable |
| (c) | Appeal filed in the Customs, Excise and Service Tax Appellate Tribunal, Bangalore aggrieved by an Order-in-Original No. BLR-EXCIS-003-COM-35-16-17 dated 31.03.2017 of Commissioner of Central Excise for not charging service tax on the managed printing services provided and assessed by the company under VAT for Rs. 581.29 lakhs. |
| Against our subsidiary | |
| Tax amount of Rs. 25,800/- for first and third quarter of FY 2020-21 | |

For further details, see “Outstanding Litigation and Material Developments” beginning on page 112 of the Letter of Offer.

TERMS OF THE ISSUE

The Application Form for the Rights Equity Shares offered as part of this Issue would be sent to email address and the physical address of the Eligible Equity Shareholders who have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. The Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through email and courier at least three days before the Issue Opening Date. In case of non-resident Eligible Equity Shareholders, the Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through email to email address if they have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions.

Further, our Company will undertake all adequate steps to reach out the Eligible Equity Shareholders by other means if feasible in the current COVID-19 situation. However, our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form. Please note that neither our Company nor the Registrar shall be responsible for delay in the receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the email addresses or physical addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit. Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of :

- Our Company at www.wepsolutions.co.in
- the Registrar to the Issue at <https://rights.cameoindia.com/wep>
- the Lead Manager at www.arhantcapital.com
- the Stock Exchanges at www.bseindia.com ; and
- the Registrar’s web-based application platform R-WAP <https://rights.cameoindia.com/wep>

The Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e. <https://rights.cameoindia.com/wep>) by entering their DP ID and Client ID or Folio Number (in case of resident Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (i.e. <https://rights.cameoindia.com/wep>). The Application Form can be used by the Investors, Eligible Equity Shareholders as well as the Renounees, to make Applications in this Issue basis the Rights Entitlements credited in their respective demat accounts or demat suspense escrow account, as applicable. Please note that one single Application Form shall be used by the Investors to make Applications for all Rights Entitlements available in a particular demat account. Further, in accordance with the SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date can apply through this Issue by first furnishing the details of their demat account along with their self-attested PAN and details of address proof by way of uploading on Registrar website the records confirming the legal and beneficial ownership of their respective Equity Shares at least two Working Days prior to the Issue Closing Date April 12, 2021, after which they can apply through ASBA facility only.

In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account. Investors may accept this Issue and apply for the Rights Equity Shares (i) submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, or (ii) filling the online Application Form available on R-WAP and make online payment using the internet banking or UPI facility from their own bank account thereat. Please note that Applications made with payment using third party bank accounts are liable to be rejected. Investors are also advised to ensure that the Application Form is correctly filled up stating therein, (i) the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB; or (ii) the requisite internet banking or UPI details (in case of Application through R-WAP which is available only for resident Investors). Please note that Applications without depository account details shall be treated as incomplete and shall be rejected, except in case of Eligible Equity Shareholders who hold Equity Shares in physical form and are applying in this Issue in accordance with the

SEBI Rights Issue Circulars through the optional mechanism i.e. R-WAP. Applicants should note that they should very carefully fill-in their depository account details and PAN number in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB) and R-WAP. Incorrect depository account details or PAN number could lead to rejection of the Application. For details see “*Grounds for Technical Rejection*” on page 151 of the Letter of Offer. Our Company, the Registrar and the SCSB shall not be liable for any incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. The SCSBs shall accept such application forms only if all details required for making the application as per these regulations are specified in the plain paper application. Please note that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. If a shareholder makes an application both in an application form as well as on a plain paper, both applications are liable to be rejected. For details, see “*Application on Plain Paper under ASBA process*” on page 142 of the Letter of Offer.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being WeP Solutions Limited;
2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
3. Registered Folio Number/DP and Client ID No.;
4. Number of Equity Shares held as on Record Date;
5. Allotment option – only dematerialised form;
6. Number of Rights Equity Shares entitled to;
7. Number of Rights Equity Shares applied for within the Rights Entitlements;
8. Number of additional Rights Equity Shares applied for, if any;
9. Total number of Rights Equity Shares applied for;
10. Total amount paid at the rate of Rs. 10/- per Rights Equity Share;
11. Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
12. In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
13. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue;
14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
16. An approval obtained from the RBI, where a successful Application will result in the aggregate shareholding or total voting rights of the Eligible Equity Shareholder (along with persons acting in concert) in our Company, to be 26% or more of the post-issue paid-up equity share capital of our Company. Eligible Equity Shareholders must send a copy of the approval from any regulatory authority, as may be required, or obtained from the RBI to the Registrar by email at priya@cameoindia.com and
17. In addition, all such Eligible Equity Shareholders are deemed to have accepted the following:

I/ We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the “US Securities Act”), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to, or for the account or benefit of, U.S. Persons (as defined in Regulation S under the US Securities Act (“Regulations S”) except for these purposes, U.S. except for these purposes, U.S. persons include persons who would otherwise have been excluded from such term solely by virtue of Rule 902(K)(1)(VIII)(B) or Rule 902(K)(2)(I), except pursuant to an exemption form, or in a transaction not subject to, the registration requirements of the US securities Act.

I/ we understand the Rights Equity Shares referred to in this application are being offered and sold (i) in offshore transactions outside the United States to non-U.S. Persons in compliance with Regulation S to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and (ii) in the United States to U.S. Persons who are “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act) (“U.S. QIBs”) and are also “qualified purchasers” (as defined in the Investment Company Act of 1940, as amended and the related rules (the “Investment Company Act”) pursuant to applicable exemptions under the US Securities Act and the Investment Company Act. I/we understand that the Company has not been and will not be registered under the Investment Company Act and I/we will not be entitled to the benefits of the Investment Company Act. I/we understand that the Company is relying on the exemption under Section 4(a)(2) of the US Securities Act and exception under Section 3(c)(7) of the Investment Company Act. I/ we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlements in the United States, except in each case to persons in the United States who are U.S. QIBs and are also Qualified Purchasers. I/ we confirm that I am/ we are (a)(i) not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws or (ii) a U.S. QIB and also a Qualified Purchaser in the United States, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Manager or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Manager or any other person acting on behalf of the Company have reason to believe is in the United States (other than U.S. QIBs who are also

Qualified Purchasers) or is outside of India and the United States and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/ We satisfy, and each account for which I/ we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/ We understand and agree that the Rights Entitlements and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/ We acknowledge that we, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.”

Rights Entitlement Ratio

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of 3 (three) Rights Equity Shares for every 8 (eight) Equity Shares held on the Record Date i.e. as on March 12, 2021.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 03 (three) Rights Equity Shares for every 08 (eight) Equity Shares held as on the Record Date. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is less than 08 (eight) Equity Shares or is not in the multiple of 08 (eight) Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one additional Rights Equity Share if they apply for additional Rights Equity Shares over and above their Rights Entitlements, if any, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

The Eligible Equity Shareholders holding less than 2 Equity Shares shall have ‘zero’ entitlement for the Rights Equity Shares. Such Eligible Equity Shareholders are entitled to apply for additional Rights Equity Shares and will be given preference in the Allotment of one Rights Equity Share, if such Eligible Equity Shareholders apply for additional Rights Equity Shares, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for. However, shareholders with zero entitlement cannot renounce the same in favour of third parties.

Procedure for Renunciation of Rights Entitlements

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges; or (b) through an off - market transfer, during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/ lying in his/her own demat account prior to the renunciation.

In accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs not later than two working days prior to issue closing date, such that credit of REs in their demat account takes place at least one day before issue closing date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements. Our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

(a) On Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN INE434B20011 subject to requisite approvals. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 (one) Rights Entitlements.

The On-Market Renunciation shall take place only during the Renunciation Period for On-Market Renunciation, i.e., from March 24, 2021 to April 12, 2021 (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock brokers by quoting the ISIN INE434B20011 and indicating the details of the Rights Entitlements they intend to sell. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On-Market Renunciation shall take place electronically on secondary market platform of BSE under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

(b) Off Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN INE434B20011, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants. The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

INVESTORS TO KINDLY NOTE THAT AFTER PURCHASING THE RIGHTS ENTITLEMENTS (RES) THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, AN APPLICATION HAS TO BE MADE FOR SUBSCRIBING THE SHARES / OTHER SECURITIES OFFERED UNDER RIGHTS ISSUE. IF NO APPLICATION IS MADE BY THE PURCHASER OF RES ON OR BEFORE ISSUE CLOSING DATE THEN SUCH RES WILL GET LAPSED AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE. NO SHARES / OTHER SECURITIES FOR SUCH LAPSED RES WILL BE CREDITED, EVEN IF SUCH RES WERE PURCHASED FROM MARKET AND PURCHASER WILL LOSE THE AMOUNT PAID TO ACQUIRE THE RES. PERSONS WHO HAVE BOUGHT RIGHTS ENTITLEMENTS (RES), SHALL REQUIRE TO MAKE AN APPLICATION AND APPLY FOR SHARES / OTHER SECURITIES OFFERED UNDER RIGHTS ISSUE, IF THEY WANT TO SUBSCRIBE TO THE SHARES / OTHER SECURITIES OFFERED UNDER RIGHTS ISSUE.

FOR PROCEDURE OF APPLICATION BY SHAREHOLDERS WHO HAVE PURCHASED THE RIGHT ENTITLEMENT THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, PLEASE REFER TO THE HEADING TITLED "PROCEDURE FOR APPLICATION THROUGH THE ASBA PROCESS" ON PAGE 139 OF THE LETTER OF OFFER. FURTHER, PLEASE NOTE THAT SHAREHOLDERS WHO RECEIVE THE RENOUNCED EQUITY SHARES OFFERED IN THIS ISSUE SHALL NOT BE CONSIDERED AS ORIGINAL SHAREHOLDERS AND SHALL NOT BE ELIGIBLE TO APPLY THROUGH R-WAP. APPLICATIONS MADE BY SUCH SHAREHOLDERS THROUGH R-WAP ARE LIABLE TO BE REJECTED.

Additional Rights Equity Shares

Investors are eligible to apply for additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Rights Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Applications for additional Rights Equity Shares shall be considered and allotment shall be made at the sole discretion of the Board, subject to applicable sectoral caps, and in consultation if necessary with the Designated Stock Exchange and in the manner prescribed under the section titled "*Terms of the Issue*" on page 123 of the Letter of Offer. Applications for additional Rights Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner prescribed under the section "*Basis of Allotment*" on page 155 of the Letter of Offer. Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Rights Equity Shares.

Options available to the Eligible Equity Shareholders

Details of each Eligible Equity Shareholders RE will be sent to the Eligible Equity shareholder separately along with the Application Form and would also be available on the website of the Registrar to the Issue at <https://rights.cameoindia.com/wep> and link of the same would also be available on the website of our Company at www.wepsolutions.co.in. Respective Eligible Equity Shareholder can check their entitlement by keying their requisite details therein.

The Eligible Equity Shareholders will have the option to:

- Apply for his Rights Entitlement in full;
- Apply for his Rights Entitlement in part (without renouncing the other part);
- Apply for his Rights Entitlement in full and apply for additional Rights Equity Shares;
- Apply for his Rights Entitlement in part and renounce the other part of the Rights Equity Shares; and
- Renounce his Rights Entitlement in full.

In accordance with the SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period through ASBA mode only. Such resident Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in “*Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form*” on page 146 of the Letter of Offer.

Subscription by our Promoter and Promoter Group

Our Promoters and members of our Promoter Group have undertaken (i) to subscribe to the full extent of their respective Rights Entitlements, subject to compliance with the minimum public shareholding requirements, as prescribed under the SCRR, and (ii) that they shall not renounce their Rights Entitlements except within the Promoter group. In addition, our Promoters and the eligible members of our Promoter Group reserve the rights to (a) subscribe to any Rights Entitlement that may be renounced in their favour by any of the shareholders of the Company (other than the Promoters and members of our Promoter Group), and/ or (b) apply for and subscribe to additional Rights Equity Shares in the Issue.

In case the rights issue remains unsubscribed, the Board of Directors may dispose of such unsubscribed portion in the best interest of the Company and in compliance with the applicable laws.

The acquisition of Rights Equity Shares by our Promoters and members of our Promoter Group, over and above their Rights Entitlements, as applicable, shall not result in change of control of the management of our Company. Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements pursuant to the Issue.

DECLARATION BY OUR COMPANY

We hereby declare that all relevant provisions of the Companies Act and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Letter of Offer is contrary to the provisions of the Companies Act, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in the Letter of Offer are true and correct.

Date: March 5, 2021

Place: Bengaluru