

FREQUENTLY ASKED QUESTIONS

RIGHTS ISSUE OF EQUITY SHARES BY WeP SOLUTIONS LIMITED

Set out below are the frequently asked questions (“**FAQs**”) to guide investors in gaining familiarity with the application process for subscribing to the rights issue of equity shares (“**Issue**” or “**Rights Issue**”) by WeP Solutions Limited (“**Company**”).

These FAQs are not exhaustive, nor do they purport to contain a summary of all the disclosures in the Letter of Offer or the entire application process in the Issue or all details relevant to prospective investors (“**Investors**”).

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A) **GENERAL FAQS:**

1) **What are the details of the Issue?**

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| Rights Equity Shares offered in the Issue | 98,68,640 Rights Equity Shares, for an amount aggregating to ₹ 9,86,86,400/-. |
| Rights Entitlement | 3 Equity Shares for every 8 Equity Shares held by eligible Equity Shareholders of the Company as on the record date. |
| Record Date | Friday, 12th March 2021 |
| Face Value per Rights Equity Share | Rs. 10/- per Equity Share |
| Issue Price | Rs. 10/- |
| Issue size * | 98,68,640 Rights Equity Shares, for an amount aggregating to ₹ 9,86,86,400/- |

(*Assuming full subscription)

2) **What are the options available to an Eligible Equity Shareholder in rights Issue?**

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.

3) **Can an application in the rights Issue be made using third party bank account?**

Investors can make payment only using bank account held in their own name. Please note that Applications made with payment using third party bank accounts are liable to be rejected.

4) **Can a joint bank account be used to make applications on behalf of shareholders?**

In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB.

In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.

When application is made through R-WAP and the payment for the application money is made from a bank account where the first holder of shares is a joint holder, then the scanned copy of the cheque

leaf with name of all holders printed on it, should be scanned and uploaded in the R-WAP portal to validate the compliance with third party payment regulation.

5) Can an application be made by cash / cheque?

No.

6) Can an application be made by visiting the Company, Registrar, and / or the Lead Manager's office?

No.

7) Can the broker collect the application form and submit the application?

No.

8) Will R-WAP system provide a confirmation email / message that the application has been accepted?

Yes. Investors will be provided acknowledgment upon successful completion of Application.

9) How can an Investor understand that the application has been successfully made?

Investors will be provided acknowledgment / confirmation email upon successful completion of Application.

10) How can an Investor understand if the Rights Equity Shares have been allocated?

The Company and/or the Registrar will email Allotment advice to the successful investors who have received allocation.

11) What is the application process to be followed if Investor is unable to make application using ASBA?

In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, a separate web based application platform, i.e., the R-WAP facility (accessible at <https://rights.cameoindia.com/wep>) has been instituted for making an Application in the Issue by resident Investors.

Further, the R-WAP is only an additional option and not a replacement of the ASBA process.

This platform is instituted only for resident Investors, in the event such Investors are not able to utilize the ASBA facility for making an Application despite their best efforts on this facility, the resident Investors can access and fill the Application Form in electronic mode and make online payment using the internet banking or UPI facility from their own bank account thereat.

For details, see “**Terms of the Issue – Procedure for Application through the R-WAP**” on page 123 of Letter of Offer.

12) What is the procedure for making plain paper application and where can the plain paper application be submitted?

An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form.

An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB.

Applications on plain paper will not be accepted from any address outside India. Application on plain paper cannot be submitted through R-WAP.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

13) What are fractional entitlements?

As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored.

Further, the Rights Equity Shares are being offered on a Rights Basis to the existing Eligible Equity Shareholders in the ratio of 3 Rights Equity Shares for every 8 fully paid-up Equity Shares held as on the Record Date.

Accordingly, while calculating the entitlement, the fractional part of such entitlements of Eligible Equity Shareholders shall be ignored by rounding down their Entitlements figure.

Those Equity Shareholders holding less than 2 Equity Shares and therefore entitled to 'Zero' Rights Equity Shares under this Issue shall be sent an Application Form with 'Zero' entitlement.

It may however be noted, that no credit of Rights Entitlement will be made in their demat account.

Such Eligible Equity Shareholders are entitled to apply for Additional Rights Equity Shares and would be given preference in the Allotment of 1 (One) Additional Rights Equity Share if, such Equity Shareholders have applied for the Additional Rights Equity Shares, subject to availability of Rights Equity shares post allocation towards Rights Entitlement applied for.

However, they cannot renounce the same to third parties. Application Forms with zero entitlement will be non-negotiable/ non-renounceable.

B) FAQs FOR SHAREHOLDERS HOLDING EQUITY SHARES IN A PHYSICAL FORM:

1) What is the process to be followed by a shareholder holding shares in a physical form, for understanding their Rights Entitlements details?

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 Folio Number and PAN.

The link for the same shall also be available on the website of the Company (i.e., www.wepsolutions.co.in).

2) What is the process to be followed, to make an application in Rights Issue, by a shareholder holding shares in a physical form?

In accordance with the SEBI Rights Issue Circulars,

(a) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date; or

(b) 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.

Application by such Eligible Equity Shareholders is subject to following conditions:

(i) the Eligible Equity Shareholders apply only through R-WAP;

(ii) the Eligible Equity Shareholders are residents;

(iii) the Eligible Equity Shareholders are not making payment from non-resident account;

(iv) the Eligible Equity Shareholders shall not be able to renounce their Rights Entitlements; and

(v) the Eligible Equity Shareholders shall receive Rights Equity Shares, in respect of their Application, only in demat mode.

Accordingly, such resident Eligible Equity Shareholders are required to, within 6 (six) months from the Allotment Date, send a communication to our Company or the Registrar containing the name(s), Indian address, email address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by post, speed post, courier, electronic mail or hand delivery, to enable process of credit of Rights Equity Shares in such demat account.

3) What is the process of making an application through R-WAP platform by shareholders holding shares in physical form?

Set out below is the procedure followed using the R-WAP:

(a) **Resident Investors** should visit R-WAP (accessible at <https://rights.cameoindia.com/wep>) and fill the online Application Form available on R-WAP in electronic mode.

Please ensure to provide correct Folio number, PAN and all other details sought for while submitting the online Application Form.

(b) **Non-resident Investors are not eligible to apply in this Issue through R-WAP.**

(c) The Investors should ensure that Application process is verified through the email / mobile number. Post due verification, the Investors can obtain details of their respective Rights Entitlements and apply in this Issue by filling-up the online Application Form which, among others, will require details of total number of Rights Equity Shares to be applied for.

Please note that the Application Money will be determined based on number of Rights Equity Shares applied for.

(d) Prior to making an Application, the Investors should enable the internet banking or UPI facility of their respective bank accounts and the Investors should ensure that the respective bank accounts have sufficient funds.

If the funds available in the bank account are less than total amount payable on submission of online Application Form, such Application shall be rejected.

Please note that R-WAP is a non-cash mode mechanism in accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020.

(e) The Investors shall make online payment using internet banking or UPI facility from their own bank account only. Such Application Money will be adjusted for either Allotment or refund. Applications made using payment from third party bank accounts will be rejected.

(f) Verification in respect of Application through Investors' own bank account, shall be done through the latest beneficial position data of our Company containing Investor's bank account details, beneficiary account details provided to the depository, penny drop, cancelled cheque for joint holder verification and such other industry accepted and tested methods for online payment.

(g) The Application Money collected through Applications made on the R-WAP will be credited to the Escrow Account, opened by our Company with the Escrow Collection Bank.

4) What is the process of updating the email ID, phone number, Indian address?

To update respective email addresses/ mobile numbers in the records maintained by the Registrar or the Company, Eligible Equity Shareholders should visit <https://rights.cameoindia.com/wep>

Eligible Equity Shareholders holding shares in physical form can update their Indian address in the records maintained by the Registrar and the Company by submitting their respective copies of

self-attested proof of address, passport, etc. at priya@cameoindia.com or to the Depository participant in case of holding in dematerialised form. Updation of email id and phone numbers can be done at the portal <https://rights.cameoindia.com/wep> for the purpose of applying via R-WAP.

5) Can shareholders holding Equity Shares in a physical form renounce their Rights Entitlement?

In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, 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 the Company at least two Working Days prior to the Issue Closing Date, **will not be able to renounce their Rights Entitlements.**

6) Will share certificates be provided to shareholder holding Equity Shares in a physical form if Demat account is not provided?

No, share certificates will not be provided to shareholder holding Equity Shares in a physical form.

7) Why will physical share certificates not be issued to successful Allottees in Rights Issue?

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only.

8) What is the process for the shareholders holding shares in physical form, who have been allotted shares in the rights Issue for getting the Rights Equity Shares in demat account post allotment?

In case of Allotment to **resident Eligible Equity Shareholders** who hold Equity Shares in physical form as on Record Date, have paid the Application Money and have not provided the details of their demat account to the Registrar or the Company at least two Working Days prior to the Issue Closing Date, the following procedure shall be adhered to:

- (a) the Registrar shall send Allotment advice and credit the Rights Equity Shares to a demat suspense account to be opened by the Company;
- (b) within 6 (six) months from the Allotment Date, such Eligible Equity Shareholders shall be required to send a communication to the Company or the Registrar containing the name(s), Indian address, email address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by post, speed post, courier, electronic mail or hand delivery;
- (c) Company (with the assistance of the Registrar) shall, after verification of the details of such demat account by the Registrar, transfer the Rights Equity Shares from the demat suspense account to the demat accounts of such Eligible Equity Shareholders;

9) How much time will it take to get the Rights Equity Shares credited in demat account for those investors who have not provided their demat account details during issue period?

The Company (with the assistance of the Registrar) shall, after verification of the details of demat account by the Registrar, within reasonable time initiate the process of transfer of the Rights Equity Shares from the demat suspense account to the demat accounts of such Eligible Equity Shareholders.

10) What is the last date for providing the demat account details for getting the Rights Equity Shares Allotted in the Issue in such demat account?

Within 6 (six) months from the Allotment Date, Eligible Equity Shareholders shall be required to send a communication to the Company or the Registrar containing the name(s), Indian address, email address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by post, speed post, courier, electronic mail or hand delivery for getting the Rights Equity Shares Allotted in the Issue in demat account.

11) What will happen if an Allottee is not able to provide demat account details in the requested time period?

- (a) In case of non-receipt of details of demat account as mentioned in question 9 above, Company shall conduct a sale of such Rights Equity Shares lying in the demat suspense account on the floor of the Stock Exchanges at the prevailing market price and remit the proceeds of such sale (net of brokerage, applicable taxes and administrative and incidental charges) to the bank account mentioned by the resident Eligible Equity Shareholders in their respective Application Forms and from which the payment for Application Money was made. In case such bank accounts cannot be identified due to any reason or bounce back from such account, Company may use payment mechanisms such as cheques, demand drafts, etc. to such Eligible Equity Shareholders to remit such proceeds.
- (b) Such Rights Equity Shares may be sold over such period of time as may be required, depending on liquidity and other market conditions on the floor of the Stock Exchanges after the expiry of the period mentioned under question 9 above. Therefore, such proceeds (net of brokerage, applicable taxes and administrative and incidental charges) by way of sale of such Rights Equity Shares may be higher or lower than the Application Money paid by such Eligible Equity Shareholders;
- (c) Company shall send reminder notices seeking the requisite details of demat account prior to expiry of time period under (b) above, in due course, to such resident Eligible Equity Shareholders who have not provided the requisite details. After expiry of time period under question 9 above, Company or the Registrar shall not accept any requests by such Eligible Equity Shareholders for updation of details of demat account under any circumstances, including in case of failure to sell such Rights Equity Shares;
- (d) After the consummation of the sale of Rights Equity Shares on the floor of the Stock Exchanges, Company shall send an intimation to the respective Eligible Equity Shareholders, giving details of such sale, including the sale price and break-up of net brokerage, taxes and administrative and incidental charges; and

- (e) If at the time of transfer of sale proceeds for default cases, the bank account from which Application Money was received is closed or non-operational, such sale proceeds will be transferred to IEPF in accordance with practice on Equity Shares and as per applicable law.
- (f) In case the details of demat account provided by the Eligible Equity Shareholders are not of his/ her own demat account, the Rights Equity Shares shall be subject to sale process specified under (a) above.
- (g) For additional details, please see “ Terms of the Issue - Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner” on page 157 of Letter of Offer.

12) Will voting rights be available against Rights Equity Shares to an Allottee who has not provided his demat account details?

Voting rights will not be available against the Rights Equity Shares that are kept in the demat suspense account.

13) Will dividends be payable to an Allottee holding Equity Shares in physical form until his demat account details are provided?

The respective Eligible Equity Shareholders who are allotted Rights Equity Shares will be eligible to receive dividends, if declared, in respect of such Rights Equity Shares, as permitted under applicable laws.

14) Can non-resident shareholder holding Equity Shares in physical form use R-WAP platform to subscribe to the Rights Equity Shares in the rights Issue?

No, non-resident shareholders, including non-resident shareholders holding shares in physical form cannot use R-WAP platform to subscribe to the rights Issue.

15) Can shareholders holding Equity Shares in physical form apply through ASBA?

No, shareholders holding Equity Shares in physical form, cannot apply through ASBA.

16) Can shareholders holding Equity Shares in physical form apply through plain paper application at R-WAP or through ASBA?

No, shareholders holding Equity Shares in physical form are required to submit their Applications only through the R-WAP platform.

C. FAQs BY SHAREHOLDERS HOLDING EQUITY SHARES IN DEMAT FORM:

1) What is the process to be followed by a shareholder holding Equity Shares in demat form to make an application in rights Issue?

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in the Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for resident Investors in the Issue, i.e., R-WAP.

Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP.

For details, see “- Procedure for Application through the ASBA Process” and “- Procedure for Application through the R-WAP” on page 139 of the Letter of Offer.

2) What is the process of making an application through R-WAP platform by resident shareholder holding Equity Shares in demat form?

Set out below is the procedure followed using the R-WAP:

- (a) **Resident Investors** should visit R-WAP (accessible at <https://rights.cameoindia.com/wep>) and fill the online Application Form available on R-WAP in electronic mode. Please ensure to provide correct DP ID, Client ID, PAN and all other details sought for while submitting the online Application Form.
- (b) Non-resident Investors are not eligible to apply in this Issue through R-WAP.**
- (c) The Investors should ensure that Application process is verified through the email / mobile number. Post due verification, the Investors can obtain details of their respective Rights Entitlements and apply in this Issue by filling-up the online Application Form which, among others, will require details of total number of Rights Equity Shares to be applied for.

Please note that the Application Money will be determined based on number of Rights Equity Shares applied for.

- (d) The Investors who are Renounees should select the category of ‘Renounee’ at the application page of R-WAP and provide DP ID, Client ID, PAN and other required demographic details for validation.

The Renounees shall also be required to provide the required Application details, such as total number of Rights Equity Shares to be applied for.

- (e) Prior to making an Application, the Investors should enable the internet banking or UPI facility of their respective bank accounts and the Investors should ensure that the respective bank accounts have sufficient funds. If the funds available in the bank account are less than total amount payable on submission of online Application Form, such Application shall be rejected.

Please note that R-WAP is a non-cash mode mechanism in accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020.

- (f) The Investors shall make online payment using internet banking or UPI facility from their own bank account only.

Such Application Money will be adjusted for either Allotment or refund. Applications made using payment from third party bank accounts will be rejected.

- (g) Verification in respect of Application through Investors' own bank account, shall be done through the latest beneficial position data of our Company containing Investor's bank account details, beneficiary account details provided to the depository, penny drop, cancelled cheque for joint holder verification and such other industry accepted and tested methods for online payment.
- (h) The Application Money collected through Applications made on the R-WAP will be credited to the Escrow Account, opened by our Company with the Escrow Collection Bank.

3) What is the process of on market and off market renunciation?

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renouncement of Rights Entitlements credited in your demat account can be made either by

- (a) using the secondary market platform of the Stock Exchanges ("On Market Renunciation") or
- (b) through off market transfer ("Off Market Renunciation"), during the Renunciation Period.

For more details, see "Terms of the Issue -Procedure for renunciation and trading of Rights Entitlements" on page 141 of the Letter of Offer.

(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 stockbroker 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 one (1) 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) or such other extended date as may be determined by our Board from time to time.

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 and NSE 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 stockbroker 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.

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.

D. FAQs BY INSTITUTIONAL INVESTORS, NON-RESIDENT INVESTORS:

1) Can non-resident Investors use R-WAP platform to subscribe to the Rights Equity Shares in the rights Issue?

Non-resident Investors cannot use R-WAP platform to subscribe in the rights Issue.

2) What is the procedure for Applications by FPIs

In terms of the SEBI FPI Regulations, investment in the Equity Shares by a single FPI or an investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% of common control) shall be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Non-Debt Rules the total holding by each FPI or an investor group, cannot exceed 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the aggregate holdings of all the FPIs, including any other direct and indirect foreign investments in our Company, shall not exceed 24 % of the total paid-up Equity Share capital on a fully diluted basis.

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the capital of an Indian company is subject to certain limits, i.e. the individual holding of an FPI (including its investor group) is restricted to below 10% of the capital of the company. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up equity capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e. 100%). The aggregate limit may be decreased below the sectoral cap to a threshold limit of 24% or 49% or 74% as deemed fit by way of a resolution passed by our Board followed by a special resolution passed by the Shareholders of our Company. In terms of the FEMA Non- Debt Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

3) What is the procedure for applications by AIFs, FVCIs and VCFs

The VCF Regulations and the FVCI Regulations prescribe, amongst other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the AIF Regulations prescribe, amongst other things, the investment restrictions on AIFs.

As per the VCF Regulations and FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue.

Venture capital funds registered as category I AIFs, as defined in the AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues.

Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the AIF Regulations, will not be accepted in this Issue.

Other categories of AIFs are permitted to apply in this Issue subject to compliance with the AIF Regulations.

Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

4) What is the procedure for applications by NRIs

Investments by NRIs are governed by FEMA Non-Debt Rules.

Applications will not be accepted from NRIs in restricted jurisdictions.

NRIs may please note that only such Applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under the reserved category.

The NRIs who intend to make payment through NRO accounts shall use the Application Form meant for resident Indians and shall not use the Application Forms meant for reserved category.

5) What is the procedure for applications by Mutual Funds

In case of a Mutual Fund, a separate application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple applications provided that the application clearly indicates the scheme concerned for which the application has been made.

Applications made by asset management companies or custodians of a Mutual Fund shall clearly indicate the name of the concerned scheme for which application is being made.

E. FAQs IN RELATION TO R-WAP

1) Who can apply through R-WAP?

Only resident Investors can apply through R-WAP. Non-resident Investors cannot use R-WAP.

2) Can shareholders holding Equity Shares in physical form apply through R-WAP?

Yes, subject to such Eligible Equity Shareholder being resident Indian and by following the procedure required to make an Application through the R-WAP as explained on page 125 of the Letter of Offer.

3) Do I need a DEMAT account for applying through R-WAP?

Following can apply through R-WAP

- (a) Shareholders having holding in DEMAT account as on the record date
- (b) Shareholders having holding in Physical folio as on the record date
- (c) Renounce's having Rights Entitlements and also holding a valid Demat account

4) How will the payment of application money be made through R-WAP platform?

At the R-WAP, resident Investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat.

5) Can I make payment from any bank?

Yes, In case of an **UPI**.

6) When I will get refund, if any?

In case of non-Allotment or partial Allotment, surplus Application Money shall be refunded to the Investor after finalization of Basis of Allotment in consultation with Designated Stock Exchange.

7) Is R-WAP platform an alternative for ASBA mechanism?

It is an additional optional mechanism for application in the Issue along with the ASBA mechanism.

8) Is any interest payable to shareholders who are applying through R-WAP system?

No.

9) Can I apply more than my entitled shares?

Yes, you may apply for additional shares along with entitled shares

10) Can I use the bank details of my family / friends for making payment?

No. The bank details to be used for making payment through this platform must have your name as one of the joint holders along with the family / friends otherwise it will be treated as Third party payments and will be rejected as per SEBI circular dated May 06, 2020

11) Can i use a credit card for making payment?

No. Option to use credit card for making payment is not available on this platform

12) What is the maximum amount I can pay through this platform?

In case of Net Banking, there is no restriction on amount on R-WAP.

However, maximum amount will be as per the limit set by applicants' respective banks.

In case of UPI, the payment can be made only upto Rs. 2 lakhs

13) My payment has failed, whom do I approach?

Please check if you have provided the correct details. You can write to us at priya@cameoindia.com or call us at (7338808559)

14) Payment confirmation is not received however amount debited, whom do I approach?

Please write to to us at priya@cameoindia.com or call us at (7338808559) and we shall provide the status

15) In case of wrong information being submitted, do I have the option to revoke or rectify?

No. Once the application is submitted, it is final. However, application can be withdrawn by sending an email with withdrawal request to priya@cameoindia.com during the issue period. Further, no investor may withdraw his/ her/ its application post the issue closing date.

F. OTHER FAQ'S

1. How will the Basis of Allotment be decided?

Subject to the provisions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to Allot the Equity Shares in the following order of priority:

(a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Equity Shares renounced in their favour, in full or in part.

(b) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one additional Equity Share each if they apply for additional Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Equity Shares after allotment under (a) above.

If number of Equity Shares required for Allotment under this head are more than the number of Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.

(c) Allotment to the Eligible Equity Shareholders who having applied for all the Equity Shares offered to them as part of this Issue, have also applied for additional Equity Shares. The Allotment of such additional Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Equity Shares after making full Allotment in (a) and (b) above.

The Allotment of such Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.

(d) Allotment to Renouncees who having applied for all the Equity Shares renounced in their favour, have applied for additional Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above.

The Allotment of such Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.

(e) Allotment to any other person, subject to applicable laws, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'

2. How can an Eligible Equity Shareholder access the details of his respective Rights Entitlement?

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form.

Eligible Equity Shareholders can also 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, Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form as on the record date, 12th March 2021) and PAN.

3. When will Credit of Rights Entitlements in the demat accounts happen?

Pursuant to the provisions of the SEBI ICDR Regulations and the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the Rights Entitlements shall be credited in dematerialized form in respective demat accounts of the Eligible Equity Shareholders before the Issue Opening Date.

In this connection, the Company has made necessary arrangements with NSDL and CDSL for credit of the Rights Entitlements in dematerialized form in the demat accounts of the Eligible Equity Shareholders.

The ISIN of the Rights Entitlements is **INE434B20011**.

The said ISIN shall remain frozen (for debit) until the Issue Opening.

The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

If the Eligible Equity Shareholders holding the Equity Shares in the physical form as on Record Date (“Physical Shareholders”) have not provided the details of their demat accounts to the Company or to the Registrar not later than two Working Days prior to the Issue Closing Date (i.e., 12th April 2021 to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date i.e., 17th April 2021).

4. If the Investor purchased Rights Entitlements from the secondary market, does he need to pay once again for the Rights Equity Shares applied for through ASBA/R-WAP.

Yes, even though the Investor purchased the Rights Entitlements from the secondary market, they need to block/pay the issue price amount with designated SCSBs/through R-WAP.

5. Whether any persons who are not existing shareholders of the issuer company as on record date, can apply to the Rights Issue?

Persons who are not existing shareholders of the Issuer Company as on the record date can buy the Rights Entitlements (Res) through online or offline renunciation and apply in the Rights Issue up to REs bought.

6. What will happen if Rights Entitlements (REs) are purchased through On market renunciation / Off market renunciation, and no application is made for subscribing the shares / other securities offered under Rights Issue?

In case REs are purchased through On market renunciation/ Off market renunciation, and no corresponding application is made for subscribing the shares/ other securities offered under Rights Issue, the REs purchased will lapse.

7. Does purchase of Rights Entitlement means the purchaser will automatically get Equity Shares?

The purchaser/investor acquiring Rights Entitlement on the floor of stock exchange or in the off-market transaction will not automatically get Equity Shares.

They will be required to make an application in accordance with the provision of the Letter of Offer for acquiring Equity Shares to the extent of the Rights Entitlement acquired and/or additional Equity Shares.

Please note that if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date.

No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements.

Persons who are credited the Rights Entitlements are required to make an Application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

8. How can an investor apply in the Issue?

Pursuant to provisions of Regulation 76 of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars and ASBA Circulars, all Investors including Renounees desiring to make an Application in this Issue are mandatorily required to use either

- a) the ASBA process or
- b) the optional mechanism instituted only for resident Investors in this Issue, i.e., R-WAP.

Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP.

Further, R-WAP is only an additional option and not a replacement of the ASBA process.

At the R-WAP, resident Investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat.

For details on the ASBA Process and R-WAP, see “ Terms of the Issue - Making of an application through the ASBA process” and “Terms of the Issue-Making of an Application through the R-WAP on pages 139 of the Letter of Offer.

9. Can shareholders holding Equity Shares in physical form apply through ASBA?

No, shareholders holding Equity Shares in physical form, cannot apply through ASBA.

10. Can shareholders holding Equity Shares in physical form apply through plain paper application through ASBA?

No, shareholders holding Equity Shares in physical form and who have not provided their demat account details are required to submit their Applications only through the R- WAP platform.

11. What is the process to be followed by a shareholder holding Equity Shares in demat form to make an application in rights Issue?

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in the Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for resident Investors in the Issue, i.e., R-WAP, in the event the Investors are not able to utilize the ASBA facility for making an Application despite their best efforts).

Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP.

12. What is the process of making an application through R-WAP platform by resident shareholder holding Equity Shares in demat form?

Resident Investors, making an Application through R-WAP, shall make online payment using internet banking or UPI facility.

Prior to making an Application, such Investors should enable the internet banking or UPI facility of their respective bank accounts and such Investors should ensure that the respective bank accounts have sufficient funds.

Our Company, the Registrar and the Lead Managers shall not be responsible if the Application is not successfully submitted or rejected during Basis of Allotment on account of failure to be in compliance with the same.

R-WAP facility will be operational from the Issue Opening Date (i.e., 24th March 2021).

13. Is there any restriction on total investment amount / Equity Shares?

Investors are required to ensure that the number of Equity Shares applied for by them do not exceed the investment limits or maximum number of Equity Shares that can be held by them prescribed under the applicable law.

Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.

Any person who makes an application to acquire Rights Entitlements and the Equity Shares offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is authorized to acquire the Rights Entitlements and the Equity Shares in accordance with the legal requirements applicable in such person's jurisdiction and India, without requirement for the Company or its affiliates and the Lead Managers or their respective affiliates to make any filing or registration (other than in India).

14. What will be the treatment of Multiple Applications?

The Investors shall submit only one Application Form for the Rights Entitlements available in a particular demat account.

In case where multiple Applications are made using same demat account, such Applications shall be liable to be rejected.

A separate Application can be made in respect of Rights Entitlements in each demat account of the Investors and such Applications shall not be treated as multiple applications.

Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications.

A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see “ Procedure for Applications by Mutual Funds” on page 162.

In cases where multiple Application Forms are submitted, including cases where

(a) an Investor submits Application Forms along with a plain paper Application or

(b) multiple plain paper Applications or

(c) multiple applications on RWAP as well as through ASBA, such Applications shall be treated as multiple applications and are liable to be rejected (other than multiple applications submitted by any of the Promoters or members of the Promoter Group to meet the minimum subscription requirements applicable to the Issue as described in “Capital Structure - Intention and extent of participation by our Promoter on page 28 of the Letter of Offer.

15. How to withdraw an Application made through ASBA or R-WAP Platform?

An Investor who has applied in the Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted or sending the email withdrawal request to <https://rights.cameoindia.com/wep> in case of Application through R-WAP facility.

However, the Application, whether applying through ASBA Process or R-WAP facility, cannot be withdrawn after the Issue Closing Date.

16. Whether Overseas Investors can participate in rights Issue?

The Rights Entitlements and the Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”) and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the U.S. Securities Act (“Regulation 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)) (“U.S. Persons”) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws.

Accordingly, the Rights Entitlements (including their credit) and the Equity Shares are only being offered and sold (i) within the United States or to U.S. Persons that are “qualified institutional buyers” as defined in Rule 144A under the U.S. Securities Act (“U.S. QIBs”) pursuant to Section 4(a)(2) of the U.S. Securities Act, that are also qualified purchasers (“QPs”) (as defined under the U.S. Investment Company Act of 1940, as amended, the “U.S. Investment Company Act”) in reliance upon section 3(c)(7) of the U.S. Investment Company Act and (ii) outside the United States to non-U.S. Persons in offshore

transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares are not transferable except in accordance with the restrictions described in the section entitled “Restrictions on Purchases and Resales” in the Letter of Offer.

17. When will the Rights Equity Shares get listed on the exchanges?

Post closure of the issue on completing the procedural formalities.

18. Where can I get the Rights Issue documents if I have not received any mail?

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) from the websites of:

(i) Company www.wepsolutions.co.in

(ii) the Registrar at <https://rights.cameoindia.com/wep> ;

(iii) the Stock Exchanges at www.bseindia.com ;

(iv) To update the respective Indian addresses/e-mail addresses/phone or mobile numbers in the records maintained by the Registrar or by our Company, Eligible Equity Shareholders should visit <https://rights.cameoindia.com/wep>.

The Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar <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) and PAN. The link for the same shall also be available on the website of the Company (i.e., www.wepsolution.co.in)

DISCLAIMER:

IMPORTANT: You must read and agree with the terms and conditions of the following disclaimer before continuing.

The following disclaimer applies to the ‘Rights Issue’ of WeP Solutions Limited (the “Company”, and such Rights Issue documents, the “Documents” that will be hosted on the Company website in connection with the Company’s Issue of 98,68,640 Equity Shares on Rights basis for an amount aggregating to ₹ 9,86,86,400/- (assuming full subscription) with the Rights Issue Price ₹ 10/- per equity share at par with the rights entitlement ratio 3 Equity Shares for every 8 Equity Shares held by eligible Equity Shareholders of the Company as on the record date. (The record date shall be notified subsequently). The contents of the Documents is for your information only.

The Documents do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If you have gained access to this website and the Documents contrary to any of the restrictions, you are not authorized and will not be able to purchase any of the securities described in the Documents.

Any potential investor should note that investment in the Equity Shares involves a high degree of risk. For details, potential investors should refer to the Letter of Offer.

Neither the Company, nor any of its representatives or agents accept any liability whatsoever, direct or indirect, that may arise from the use of the information contained on this website or the Documents.

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