



WWL/CS/2021/180

Date: 01st January, 2022

To,
The General Manager,
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra- Kurla Complex, Bandra (E)
Mumbai-400051

Symbol: **WEWIN**

Sub: - Submission of Notice of Postal Ballot with updated E-voting Instructions.

Dear Sir/Madam,

Please find enclosed herewith copy of the Notice of Postal Ballot of the company dated 31st December 2021 with updated E-voting Instructions, seeking approval of the members of the company through Postal Ballot for the resolutions as mentioned in the notice of Postal Ballot.

In compliance with the requirements of the MCA Circulars, the Company is sending the enclosed copy of Postal Ballot Notice in electronic form only and express its inability to dispatch hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the members for this Postal Ballot.

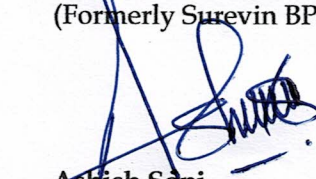
Further the company has provided remote e-voting facility only and has engaged the services of Link Intime India Private Limited ("LIPL") to provide remote e-voting facility to the Members of the company.

Kindly take the same on your records.

Thanking you,
Yours faithfully,

For We Win Limited
(Formerly Surevin BPO Services Limited)




Ashish Soni

Company Secretary & Compliance Officer

Encl: As above

We Win Limited

(Formerly Surevin BPO Services Ltd.)

(CIN: L74999MP2007PLC019623)

206-207, 2nd Floor, Corporate Zone C-21 Mall,
Hoshangabad Road, Misrod,
Bhopal - 462047, Madhya Pradesh, India
Phone: +91 755 4278897,
Email: contact@wewinlimited.com



WE WIN LIMITED

(Formerly Surevin BPO Services Limited)

(CIN: L74999MP2007PLC019623)

Registered Office: 206-207, 2nd Floor, Corporate Zone, C-21 Mall, Hoshangabad Road, Misrod Bhopal, Bhopal, MP- 462047- India

Tel No.: 0755 4278897;

E-mail: cs@wewinlimited.com; **Website:** www.wewinlimited.com

NOTICE OF POSTAL BALLOT

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

To

All Members,

WE WIN LIMITED

(Formerly Surevin BPO Services Limited)

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), General Circular No.14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 19/2021 and General Circular No. 20/2021 dated December 08, 2021 (the "**MCA Circulars**") and any other applicable laws and regulations, to transact the below mentioned proposed special businesses by the members of the We Win Limited ("**the Company**") by passing resolutions through postal ballot ("**Postal Ballot**") only through remote e-voting.

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs, Government of India (the "**MCA**") in terms of the MCA Circulars, has advised the companies to take all decisions requiring members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot up to June 30, 2022, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

The Scrutinizer will submit his report to the chairman of the Company (the "**Chairman**") or any other duly authorized person of the Company after the receipt of assent or dissent of the Members (including e-voting). The result of the Postal Ballot (including e-voting) shall be declared by the Chairman or any other duly authorized person of the Company on or before February 05, 2022. The voting results will be communicated to the stock exchanges, depositories, registrar and share transfer agents and shall also be displayed on the

Company's website, <https://wewinlimited.com/investor-relations/#> and will be intimated to the Stock Exchanges where the shares of the Company are listed i.e. National Stock Exchange of India Limited in accordance with the provisions of SEBI Listing Regulations.

The Board of Directors of the Company now propose to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolution is also annexed.

You are requested to peruse the proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:

Item No. 1 –Re-Appointment of Mr. Awdhesh Shah (DIN: 00184656) as an Independent Director of the Company.

To consider and, if thought fit, to pass, with or without modification, following resolutions as “**Ordinary Resolutions**”:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as per recommendation of the Nomination & Remuneration Committee and as per approval of the Board of Directors, **Mr. Awdhesh Shah (DIN:00184656)**, Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013, and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 15th March, 2022, upon such terms & conditions (including remuneration, if any) as may be determined by the Board from time to time within the overall limits, if any, under the Companies Act, 2013 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company has the liberty to alter and/or vary the terms and conditions (including remuneration, if any) of said re-appointment, as may be deemed fit by the Board from time to time, subject to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if applicable, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and/or any guidelines prescribed by the Government from time to time.”

Item No. 2 –Re-Appointment of Mr. Ambreesh Tiwari (DIN: 01582960) as an Independent Director of the Company.

To consider and, if thought fit, to pass, with or without modification, following resolutions as “**Ordinary Resolutions**”:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as per recommendation of the Nomination & Remuneration Committee and as per approval of the Board of Directors, **Mr. Ambreesh Tiwari (DIN:01582960)**, Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013, and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the

Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 15th March, 2022, upon such terms & conditions (including remuneration, if any) as may be determined by the Board from time to time within the overall limits, if any, under the Companies Act, 2013 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company has the liberty to alter and/or vary the terms and conditions (including remuneration, if any) of said re-appointment, as may be deemed fit by the Board from time to time, subject to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if applicable, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and/or any guidelines prescribed by the Government from time to time.”

Item No. 3 –Migration of Equity Shares of the Company from NSE Emerge (SME platform of NSE) to the Main Board of NSE and BSE.

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

“**RESOLVED THAT**, pursuant to Chapter IX of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & other applicable provisions of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Members of the company be and is hereby accorded to migrate the equity shares of the Company, currently listed on NSE Emerge (SME platform of NSE) to the Main Board of NSE and BSE. If at any time, it is observed by the Board that fulfillment of Migration Criteria of any Stock exchange by the company is not possible in a certain time period, then, the Board shall apply for the migration process from NSE Emerge to the Main board of any one stock exchange whose migration criteria is being fulfilled by the Company.

RESOLVED FURTHER THAT, the Board of Directors and Company Secretary and Compliance Officer of the Company, be and are hereby jointly and/or severally authorized to deal with any Government or Semi-Government authorities or any other concerned intermediaries, including but not limited to NSE, BSE, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from NSE Emerge to the Main Board of NSE and BSE.

RESOLVED FURTHER THAT, the board of the Company be and are hereby jointly and/or severally authorized to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.”

Registered Office:

206-207, 2nd Floor, Corporate Zone, C-21 Mall,
Hoshangabad Road, Misrod Bhopal Madhya Pradesh
462047 India.

CIN:L74999MP2007PLC019623

Tel. No. 91 0755-4278897

Website:www.wewinlimited.com

E-mail:cs@wewinlimited.com

Place: Bhopal

Date: December 31, 2021

**For and on behalf of the Board of Directors of
We Win Limited**

**Sd/-
Mr. Ashish Soni
Company Secretary and Compliance Officer**

Notes:

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("The Rules") setting out material facts is annexed herewith and forms part of this notice.
2. The Board has appointed Mr. S.M. Ashraf, Partner of M/s. ASA & Associates, Practicing Company Secretary, as the scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot / e-voting process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to /published/displayed for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on December 31, 2021 in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India's General Circular No. 17/2020, General Circular No. 19/2021 and General Circular No. 20/2021.
4. Members may note that this Postal Ballot Notice will also be available on the Company's website i.e. www.wewinlimited.com
5. Resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the members.
6. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, and General Circular Nos. 14/2020 and 17/2020 dated 8th April 2020 and 13th April 2020, General Circular No. 19/2021 and General Circular No. 20/2021 dated 08th December 2021 respectively issued by the Ministry of Corporate Affairs (MCA) the Company is pleased to offer e-voting facility to its Members holding equity shares as on December 31, 2021 being the cut-off date, to exercise their right to vote electronically on the above resolution.
7. Due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form only and express its inability to dispatch hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the members for this Postal Ballot. To facilitate such members to receive this notice electronically and cast their vote electronically, the Company has made special arrangement for registration of email addresses in terms of the MCA Circulars. The process for registration of email address is as under:
 - a) For voting in the resolution proposed in the Postal Ballot through remote e-voting, members who have not registered their email address may get their email address registered by sending an email to the Company's Share Transfer Agent at enotices@linkintime.co.in Member(s) may also intimate the same to the Company by writing an email at cs@wewinlimited.com. The members shall provide the following information in the email–

Full Name

No of shares held:

Folio Number (if shares held in physical) and PAN

Share certificate number (if shares held in physical) and PAN

DP ID & Client ID (if shares are held in demat)

Email id to be registered and Mobile No.:

- b) Post successful registration of the email, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to enotices@linkintime.co.in or cs@wewinlimited.com
 - c) It is clarified that for permanent registration of email address, members are required to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Share Transfer Agent i.e. enotices@linkintime.co.in
 - d) Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent to enable servicing of notices / documents / Annual Reports electronically to their email address.
8. The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them, which will be determined on the basis of the paid-up value of shares registered in the name of each member as on December 31, 2021.
 9. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the Company has provided the facility to members to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by Link Intime India Private Limited (hereinafter referred to as "LI IPL"). The instructions for electronic voting are annexed to this Postal Ballot Notice. Members cannot exercise votes by proxy, though corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
 10. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any director of the Company duly authorized, on or before February 05, 2022 and will also be displayed on the Company website <https://wewinlimited.com/investor-relations/#> and will be intimated to the Stock Exchanges where the shares of the Company are listed i.e. National Stock Exchange of India Limited in accordance with the provisions of SEBI Listing Regulations.
 11. Members can also contact to Mr. Ashish Soni, Company Secretary and Compliance Officer of the company to resolve any grievances with regard to voting by Postal Ballot. Address: - We Win Limited, 206-207, 2nd Floor, Corporate Zone, C-21 Mall, Hoshangabad Road, Misrod, Bhopal, Madhya Pradesh 462047, India, Email Id: cs@wewinlimited.com, Phone number – +91 0755-4278897.
 12. This Postal Ballot Notice is also placed on the website of the Company <https://wewinlimited.com/investor-relations/#>
 13. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot / e-voting.
 14. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. February 03, 2022 in terms of Secretarial Standard – 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.
 15. A member cannot exercise his vote by proxy on Postal Ballot.
 16. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
 17. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Madhya Pradesh.

18. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by Link Intime India Private Limited (hereinafter referred to as "LIPL"). The instructions for electronic voting are given in this Notice. **E-Voting will commence on January 05, 2022 at 9:00 a.m. and will end on February 03, 2022 at 5:00 p.m.** E-Voting shall not be allowed beyond the said time and date.

19. In accordance with Regulation 44 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 22 of the Rules, the Company is pleased to offer e-voting facility to shareholders through such e-voting system. Notice of this meeting has been sent to all the shareholders who have registered their e-mail id's with the Company or the Registrar and Transfer Agent/ Depository Participants. Necessary arrangements have been made by the Company with Link Intime India Private Limited (hereinafter referred to as "LIPL") to facilitate e-voting as an alternate to the dispatch of Postal Ballot Forms.

VOTING THROUGH ELECTRONIC MEANS:

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

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsdl.com either on a personal computer or on a mobile. On the e- Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting

mode with CDSL	<p>page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <ol style="list-style-type: none"> After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.</p>

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

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

- Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
- Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 - PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders/ members holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

► Click t least one num password is now generated).

3. Click on 'Login' under 'SHARE HOLDER' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

General Guidelines for Institutional shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to eVoting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorized representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 – 49186000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

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

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e- Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'

- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013

Item No. 1 –Re-Appointment of Mr. Awdhesh Shah (DIN: 00184656) as an Independent Director of the Company.

Mr. Awdhesh Shah (DIN:00184656) was appointed as an Independent Director of the Company by the Members in the Extraordinary General Meeting held on 14th March, 2017 for a term of five consecutive year w.e.f. 15th March, 2017 and accordingly the term of appointment of Mr. Awdhesh Shah (DIN:00184656) is expiring on 14th March, 2022.

As per provisions of sub-section (10) of Section 149 of the Act, an independent director shall hold office for a term up to five consecutive years on the Board of a Company and shall be eligible for re-appointment on passing of a Special Resolution.

After taking into account the performance evaluation of Mr. Awdhesh Shah (DIN:00184656) during his (Mr. Awdhesh Shah, DIN: 00184656) first term of five years and considering the knowledge, acumen, expertise and experience and the substantial contribution made by Mr. Awdhesh Shah (DIN:00184656) during his tenure as an Independent Director since his appointment, the Nomination and Remuneration Committee in its meeting held on 31st December, 2021, has approved/ recommended Re-Appointment of Mr. Awdhesh Shah (DIN:00184656) as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 15th March, 2022, and the Board of Directors of the Company in their meeting held on 31st December, 2021 have also approved (subject to the approval of members) Re-Appointment of Mr. Awdhesh Shah (DIN:00184656) as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 15th March, 2022.

The Company has received a declaration from Mr. Awdhesh Shah (DIN:00184656) confirming that he meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also from Mr. Awdhesh Shah (DIN:00184656), consent in writing in Form DIR-2 in term of provisions of Section 152(5) of the Companies Act 2013, to act as Director and an intimation in Form DIR-8 in terms of provisions of Section 164(2) of the Companies Act 2013, to the effect that, he is not disqualified under Section 164(2) of the Companies Act, 2013.

The Company has received a notice in writing from a Member u/s 160 of the Companies Act, 2013, proposing candidature of Mr. Awdhesh Shah (DIN:00184656) for re-appointment as an Independent Director of the Company.

Mr. Awdhesh Shah (DIN:00184656) is B. Com., LLB, M. Com and having more than 20 years experience as Practicing Advocate and Tax Practitioner. In the opinion of the Board of Directors, Mr. Awdhesh Shah (DIN:00184656) fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his re-appointment as an Independent Director of the Company and is independent of the Management. The Board Considers that his re-appointment would be in the interest of the company and it is desirable to continue to avail services of Mr. Awdhesh Shah (DIN:00184656) as an Independent Director; therefore members approval is sought to the proposed resolution in terms of provisions of Section 149 of the Companies Act, 2013. The Directors recommend passing of the Resolutions set out at Item No. 1 as a Special Resolution.

Mr. Awdhesh Shah (DIN:00184656) being the appointee and his relatives are interested in the aforesaid Resolution.

Directors & their relatives may be deemed/concerned interested to the extent of their shareholding in the Company.

Save and except the above, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolution.

The Draft Letter of Appointment/ Re-Appointment of Mr. Awdhesh Shah (DIN:00184656) setting out the terms and conditions Appointment/ Re-Appointment and all the documents referred in/ concerning Item No. 01 above are available for inspection at the Registered Office of the Company from 11 AM. to 01 PM. on all working days till the date of declaration of results of Postal Ballot.

Item No. 2 –Re-Appointment of Mr. Ambreesh Tiwari (DIN: 01582960) as an Independent Director of the Company.

Mr. Ambreesh Tiwari (DIN:01582960) was appointed as an Independent Director of the Company by the Members in the Extraordinary General Meeting held on 14th March, 2017 for a term of five consecutive year w.e.f. 15th March, 2017 and accordingly the term of appointment of Mr. Ambreesh Tiwari (DIN:01582960) is expiring on 14th March, 2022.

As per provisions of sub-section (10) of Section 149 of the Act, an independent director shall hold office for a term up to five consecutive years on the Board of a Company and shall be eligible for re-appointment on passing of a Special Resolution.

After taking into account the performance evaluation of Mr. Ambreesh Tiwari (DIN:01582960) during his (Mr. Ambreesh Tiwari, DIN:01582960) first term of five years and considering the knowledge, acumen, expertise and experience and the substantial contribution made by Mr. Ambreesh Tiwari (DIN:01582960) during his tenure as an Independent Director since his appointment, the Nomination and Remuneration Committee in its meeting held on 31st December, 2021, has approved/ recommended Re-Appointment of Mr. Ambreesh Tiwari (DIN:01582960) as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 15th March, 2022, and the Board of Directors of the Company in their meeting held on 31st December, 2021 have also approved (subject to the approval of members) Re-Appointment of Mr. Ambreesh Tiwari (DIN:01582960) as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 15th March, 2022.

The Company has received a declaration from Mr. Ambreesh Tiwari (DIN:01582960) confirming that he meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also from Mr. Ambreesh Tiwari (DIN:01582960), consent in writing in Form DIR-2 in term of provisions of Section 152(5) of the Companies Act 2013, to act as Director and an intimation in Form DIR-8 in terms of provisions of Section 164(2) of the Companies Act 2013, to the effect that, he is not disqualified under Section 164(2) of the Companies Act, 2013.

The Company has received a notice in writing from a Member u/s 160 of the Companies Act, 2013, proposing candidature of Mr. Ambreesh Tiwari (DIN:01582960) for re-appointment as an Independent Director of the Company.

Mr. Ambreesh Tiwari (DIN:01582960) is a Science Graduate and having experience of more than 30 years of handling Warehousing and Logistics Business. He is also a Director in (1) Raksha Sales Pvt Ltd and (2) Raksha Info Solution Private Limited. In the opinion of the Board of Directors, Mr. Ambreesh Tiwari (DIN:01582960) fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his re-appointment as an Independent Director of the Company and is independent of the Management. The Board Considers that his re-appointment would be in the interest of the company and it is desirable to continue to avail services of Mr. Ambreesh Tiwari (DIN:01582960) as an Independent Director; therefore members approval is sought to the proposed resolution in terms of provisions of Section 149 of the Companies Act, 2013. The Directors recommend passing of the Resolutions set out at Item No. 2 as a Special Resolution.

Mr. Ambreesh Tiwari (DIN:01582960) being the appointee and his relatives are interested in the aforesaid Resolution.

Directors & their relatives may be deemed/concerned interested to the extent of their shareholding in the Company.

Save and except the above, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolution.

The Draft Letter of Appointment/ Re-Appointment of Mr. Ambreesh Tiwari (DIN:01582960) setting out the terms and conditions Appointment/ Re-Appointment and all the documents referred in/ concerning Item No. 02 above are available for inspection at the Registered Office of the Company from 11 AM. to 01 PM. on all working days till the date of declaration of results of Postal Ballot.

Item No. 3 –Migration of equity shares of the Company from NSE Emerge (SME platform of NSE) to the Main Board of NSE and BSE.

Your Company is presently listed on the NSE Emerge Platform since August 09, 2017 and has a market capitalization of more than Rs. 25 crores. The Paid-up Equity Share Capital of the Company is Rs. 10,16,10,000/-, comprising of 1,01,61,000 equity shares of face value of Rs. 10/- each. Thus, the Company is eligible to migrate to the Main Board of NSE and BSE, subject to fulfillment of other criteria as stipulated by NSE and BSE.

The Board of Directors are of the view that Migration to Main Board will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. The benefits of listing on the main board in the form of increase in liquidity, visibility and larger investor participation will accrue to the shareholders. Hence, the Board of Directors of the Company in their meeting held on December 31, 2021 has decided to migrate from NSE Emerge (SME platform of NSE) to the main board of NSE and BSE.

If at any time, it is observed by the Board that fulfillment of Migration Criteria of any Stock exchange by the company is not possible in a certain time period, then, the Board shall apply for the migration process from NSE Emerge to the Main board of any one stock exchange whose migration criteria is being fulfilled by the Company

Accordingly, the Board recommends the Resolution in the Postal Ballot Notice to be passed as Special Resolutions by the Members through Postal Ballot.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

Pursuant to proviso to Regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal. It is in the interest of all the shareholders including public shareholders to migrate the Equity Shares of the Company on the Main Board of NSE and BSE and hence management recommends the passing of said resolution and seeks your approval.

Registered Office:

206-207, 2nd Floor, Corporate Zone, C-21 Mall,
Hoshangabad Road, Misrod Bhopal Madhya Pradesh
462047 India.

CIN: L74999MP2007PLC019623

Tel. No. 91 0755-4278897

Website: www.wewinlimited.com

E-mail: cs@wewinlimited.com

Place: Bhopal

Date: December 31, 2021

**For and on behalf of the Board of Directors of
We Win Limited**

**Sd/-
Mr. Ashish Soni
Company Secretary and Compliance Officer**

Information required to be furnished as per requirements of Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India:

Name of Director	Awdhesh Shah (DIN: 00184656)	Ambreesh Tiwari (DIN: 01582960)
Date of Birth	24/07/1976	28/08/1967
Age	46 years approx	54 year approx
Qualification	B. Com., LLB, M. Com	Science Graduate
Experience	Experience of More than 20 years, as Practicing Advocate and Tax Practitioner	Experience of more than 30 years of handling Warehousing and Logistics Business
Terms and Conditions	As per Letter of Appointment	As per Letter of Appointment
Remuneration sought to be paid	As per Letter of Appointment	As per Letter of Appointment
Remuneration last drawn	NA	NA
Date of first appointment on the Board	15 th March 2017	15 th March 2017
Shareholding in the company	Nil	Nil
Relationship with other Directors, Managers and other key Managerial Personnel of the company	No Relation	No Relation
No. of Meetings of the Board attended during the year	08	12
List of other Companies in which Directorships held	Nil	➤ Raksha Sales Pvt Ltd ➤ Raksha Info Solution Private Limited
Membership/Chairmanship in Committees of the Board of other Companies	Nil	Nil