



WWL/CS/2021/134

Date: 27th August, 2021

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: - Notice of 14th Annual General Meeting.

Dear Sir/Madam,

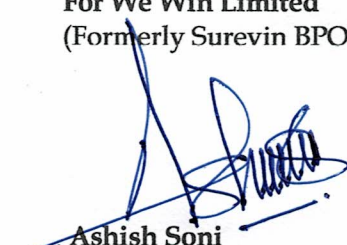
Pursuant to Regulation 30(6) of the SEBI (LODR) Regulations, 2015, we are enclosing herewith Notice of the 14th Annual General Meeting of the company to be held on Thursday, the 30th Day of September, 2021 at the Registered Office of the Company Situated at 206-207, 2nd Floor, Corporate Zone, C-21 Mall, Hoshangabad Road, Misrod, Bhopal (M.P.) 462047, at 11:00 A.M.

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: info@we-win.co.in

NOTICE OF 14TH ANNUAL GENERAL MEETING

Notice is hereby given that the 14th Annual General Meeting of the members of **WE WIN LIMITED (Formerly Known as Surevin BPO Services Limited)** will be held on Thursday, the 30th Day of September, 2021 at the Registered Office of the Company situated at 206-207, 2nd Floor, Corporate Zone, C-21 Mall, Hoshangabad Road, Misrod, Bhopal, M.P.-462047 at 11:00 A.M. to transact the following business:

ORDINARY BUSINESS:

Item No. 01: Adoption of Audited Standalone and Consolidated Financial Statements and the Reports of the Board of Directors and Auditor's thereon;

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2021 and the Reports of the Board of Directors and Auditors thereon.

Item No. 02: Appointment of Director in place of Director who retires by Rotation;

To appoint a Director in place of Mrs. Sonika Gupta (DIN: 01527904), who retires by rotation and being eligible, offers herself for re-appointment.

Item No. 03: Appointment of Statutory Auditors and fixing of their Remuneration;

To appoint M/s Sethia Manoj & Co., Chartered Accountants (FRN: 021080-C), as the Statutory Auditors of the Company in place of retiring auditors M/s Sandeep Mukherjee & Associates, Chartered Accountants (FRN: 009942-C), for a term of 5 (five) consecutive years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 19th Annual General Meeting of the Company and to fix their remuneration and in this respect to pass following Ordinary Resolution with or without modifications:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), M/s Sethia Manoj & Co., Chartered Accountants (FRN: 021080-C), from whom written consent and certificate pursuant to Section 139 of the Companies Act, 2013, has already been received, be and are hereby appointed as the Statutory Auditors of the Company, in place of retiring auditors M/s Sandeep Mukherjee & Associates, Chartered Accountants (FRN: 009942-C), for a term of 5 (five) consecutive years, to hold office from the conclusion of this Annual General Meeting till the conclusion of 19th Annual General Meeting of the Company, on a remuneration of Rs. 1,51,000/- (Rupees One Lakh Fifty One Thousand only) per year, for performing the statutory audit of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things on behalf of the Company as may be considered necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:

Item No. 04: Re-appointment of Mr. Abhishek Gupta (DIN: 01260263), as Managing Director of the Company in continuation of previous employment.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions/rules (if any) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and as per the

recommendation/approval of the Nomination & Remuneration Committee and Board, Consent of Members of the Company be and is hereby accorded for Re-appointment of Mr. Abhishek Gupta (DIN: 01260263), as Managing Director of the Company, for a period of 05 (five) years, commencing from 01st October 2021 to 30th September, 2026, in continuation of previous employment, on such terms and conditions (including remuneration) as set out in the explanatory statement annexed.

RESOLVED FURTHER THAT Mr. Abhishek Gupta (DIN: 01260263), shall perform all duties and have all powers of the Managing Director as provided/assigned under the legislation, including all the duties and powers as may be given to him as Managing Director through various Board Meetings/General Meetings and Memorandum and Articles of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company has the liberty to alter and/or vary the terms and conditions (including Remuneration) of aforesaid Re-Appointment, as may be deemed fit by the Board from time to time, subject to the provisions of the Companies Act, 2013, 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.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorised, on behalf of the Company, to do all such acts, deeds, matters and things, and to execute all such documents, instruments and writings as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

Place: Bhopal
Dated: 27/08/2021

By the order of the Board

Sd/-
Ashish Soni
(PAN: HCOPS6623A)
Company Secretary & Compliance Officer

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto and forms part of the Notice.

Additional Information, Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 with respect to appointment of the Statutory Auditors of the Company, as proposed under Item No. 03 of this Notice under ordinary business, is also provided in the Explanatory Statement.

2. Brief details of the directors, who are being appointed / re-appointed, are annexed hereto as per requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015/ Secretarial Standards.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote instead of himself/herself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.

4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the company, at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the company.
5. Corporate members intending to send their authorised representative(s) to attend the Meeting in terms of Section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. The register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of members and the Share Transfer Books of the Company will remain closed from Friday, 24th day of September, 2021 to Thursday, 30th day of September, 2021 (both days inclusive) for the purpose of this Meeting.
8. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the RTA/Depositories as on 23rd September, 2021 only shall be entitled to vote at the AGM.
9. Members may also note that the Copy of Annual Report for the financial year ended 31st March 2021 will be available on the Company's website www.wewinlimited.com under the investor section.
10. In pursuance of the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Company is exempted from giving the Members the facility to cast their vote electronically, through the remote e-voting services on the resolutions set forth in this Notice; however, voting through permitted mode under the Companies Act, 2013 will be allowed at the venue of the Meeting.
11. Members desiring any information on the Accounts are requested to write to the company at least 10 days prior to the date of the meeting to enable the management to keep the information ready.
12. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode (if any) are requested to advise any change in their address or bank mandates to the Company.
13. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company.
14. Members who still hold share in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation, which include easy liquidity, since trading is permitted in dematerialised form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
15. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the company to consolidate their holdings in one folio.
16. Proxy Form, Attendance Slip and the Route Map of the venue of the Meeting are annexed hereto.

17. Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of Annual Report. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
18. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours till the date of forthcoming Annual General Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
19. The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Registrar and Transfer Agents to record additional details of Members, including their Permanent Account Number details (PAN), e-mail address, etc and the Securities and Exchange Board of India ("SEBI") has also mandated the submission of PAN by every participant in the market. Members holding shares in electronic form are therefore requested to submit their PAN & e-mail address details to their Depository Participants with whom they are maintaining their De-mat accounts. Members holding shares in physical form (if any) are requested to submit their PAN & e-mail address to the Company / RTA.
20. In order to implement the Green Initiatives of the Government, whereby Companies have now been allowed to send/ serve notice(s) / document(s) etc. to their members through electronic mode, your Company hereby requests all its members to register their email ID with the Registrar and Transfer Agent (in case of Physical holding) and with the Depository Participant (in case of Dematerialized holding), if not yet provided, to promote Green Initiative.
21. The Company's Registrar and Transfer Agents (RTA) is Link Intime India Pvt. Ltd., C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli, West Mumbai, Mumbai, MH-400083.

Place: Bhopal

Dated: 27/08/2021

By the order of the Board

Sd/-

Ashish Soni

(PAN: HCOPS6623A)

Company Secretary & Compliance Officer

Information required to be furnished/disclosed as per requirements of Secretarial Standard on General Meetings (SS-2) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

	Mr. Abhishek Gupta (DIN: 01260263)	Ms. Sonika Gupta (DIN: 01527904)		
Date of Birth	24/09/1971	01/02/1978		
Age	49 years approx.	43 years approx.		
Qualification	B.E. from University of Nagpur	B. Com from University of Bundelkhand		
Expertise in Functional Area	Business	Administration & Management		
Experience	More than 23 years experience of the similar field /business in which the Company is engaged	More than 14 years of Experience of Administration & Management field		
Terms and Conditions of Appointment / Re-appointment	As per Resolution set out at Item No. 04	NA		
Remuneration sought to be paid	Not exceeding Rs. 1,20,00,000/- per annum	Not exceeding Rs. 1,20,00,000/- per annum		
Remuneration last drawn	Rs. 60,00,000/- (Rupees Sixty Lakhs Only)	Rs. 60,00,000/- (Rupees Sixty Lakhs Only)		
Date of first appointment on the Board	18/06/2007 (Since Incorporation)	18/06/2007 (Since Incorporation)		
Shareholding in the Company	25,44,270 Equity Shares of Rs. 10/- each	33,95,700 Equity Shares of Rs. 10/- each		
Relationship with other Directors, Managers and other key Managerial Personnel of the Company	As per Section 2(77) of the Companies Act, 2013, Mr. Abhishek Gupta (DIN: 01260263) is relative of Director i.e. Husband of Ms. Sonika Gupta (DIN: 01527904), Director of the Company.	As per Section 2(77) of the Companies Act, 2013, Ms. Sonika Gupta (DIN: 01527904) is relative of Director i.e. Wife of Mr. Abhishek Gupta (DIN: 01260263), Managing Director of the Company.		
No. of Meetings of the Board attended during the year.	13	13		
List of other Companies in which Directorships held	1. Surevin Weartech Private Limited 2. We Win Logistics & Warehouses Private Limited 3. Textit Private Limited	1. We Win Logistics & Warehouses Private Limited 2. Zenstack Private Limited		
List of Membership / Chairmanship in Committees of the Board of the Company	Chairmanship	Membership	Chairmanship	Membership
	Corporate Social Responsibility Committee	Audit Committee	Nil	Stakeholders Relationship Committee
List of Membership / Chairmanship in Committees of the Board of Other Companies	Chairmanship	Membership	Chairmanship	Membership
	Nil	Nil	Nil	Nil

Shareholding of Non-executive Directors of the Company	Nil
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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 03:

Additional Disclosure under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015:

1. Proposed fees payable to Statutory Auditor and Terms of appointment of Statutory Auditor:
The proposed fees payable to the M/s Sethia Manoj & Co., Chartered Accountants (FRN: 021080-C), if appointed by the shareholders, will be Rs. 1,51,000/- (Rupees One Lakh Fifty One Thousand only) per year, for performing the statutory audit of the Company and appointment will be made for 05 (five) years, from the conclusion of this Annual General Meeting till the conclusion of the Nineteenth (19th) Annual General Meeting of the Company.
2. Any Material Change in the fees payable to new auditor from that paid to outgoing auditor along with rationale for such change: Audit Fee paid to outgoing auditor M/s Sandeep Mukherjee & Associates, Chartered Accountants (FRN: 009942-C) for the financial year 31st March, 2021 is Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) as applicable and M/s Sandeep Mukherjee & Associates, Chartered Accountants (FRN: 009942-C) will be completing five consecutive years from the conclusion of this AGM. The Board of Directors on the recommendation of the Audit Committee, recommends for the approval of the Members, the appointment of M/s Sethia Manoj & Co., Chartered Accountants (FRN: 021080-C), as the Auditors of the Company for a period of five year from the conclusion of this Annual General Meeting till the conclusion of the Nineteenth (19th) Annual General Meeting of the Company.
3. Basis of Recommendation for appointment including the details in relation to and credentials of the Statutory Auditor(s) proposed to be appointed:

M/s Sandeep Mukherjee & Associates, Chartered Accountants (FRN: 009942-C) is retiring at the forthcoming 14th Annual General Meeting (AGM) of the Company; therefore, the Board of Directors on the recommendation of the Audit Committee, recommended for the approval of the Members, the appointment of M/s Sethia Manoj & Co., Chartered Accountants (FRN: 021080-C), as the Auditors of the Company for a period of five year from the conclusion of this Annual General Meeting till the conclusion of the Nineteenth (19th) Annual General Meeting of the Company.

Brief Profile of M/s Sethia Manoj & Co., Chartered Accountants (FRN: 021080-C):

M/s Sethia Manoj & Co., Chartered Accountants (FRN: 021080-C) is a 27 years old firm, established in the year of 1994. The firm are serving large corporations, SMEs, Entrepreneurs, Trusts, Societies & Public bodies. The firm has highly motivated and dedicated team of work force to understand customer's need and translate them into customized solutions ensuring a consistent satisfaction to its client with services in terms of quality, performance & reliability.

Item No. 04:

Mr. Abhishek Gupta (DIN: 01260263), has been associated with the Company since its incorporation and he is the pillar of the Company with an experience of more than 23 years of the similar field/business in which the Company is engaged and has played a lead role in formulating the Company's strategy and ably assisted by the other Directors of the Company, and in accordance with the provision of section 196 of the Companies Act, 2013, the members of the Company in their meeting held on 29th September, 2016 passed resolution to Appoint/Change the Designation of Mr. Abhishek Gupta (DIN: 01260263) as Managing Director of the Company for a period of 5 (five) years

commencing from 01st October 2016 to 30th September 2021 and the present terms of appointment of Mr. Abhishek Gupta (DIN: 01260263) is expiring on 30th September, 2021 and in view/ terms of the provisions of section 196(2) of the Companies Act, 2013, the Nomination & Remuneration Committee in its meeting held on 10th August, 2021 and the Board of Directors of the Company in their meeting held on 27th August, 2021 have recommended/ passed resolution (subject to the approval of members of the Company) for Re-appointment of Mr. Abhishek Gupta (DIN: 01260263), as Managing Director of the Company in continuation of previous employment, for a period of 05 (five) years, commencing from 01st October, 2021 on such terms and conditions (including remuneration) as mentioned below:

1. Salary (including perquisites): Not exceeding Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakhs only) per annum.
2. Annual Performance Incentive: As may be decided by the Board/Committee of the Board, subject to the maximum limit as may be approved by the members of the Company in their meeting held on 30/09/2020.
3. Other key conditions:
 - a. The Company shall provide Mr. Abhishek Gupta (DIN: 01260263) reimbursement of medical expenses for himself and his family as per the Company's policy.
 - b. Car facility as per Rules of the Company.
 - c. Annual Club Membership Fees as per Rules of the Company.
 - d. Telecommunication facility as per Rules of the Company.
 - e. Reimbursement of Actual and Out of Pocket Expenses incurred on behalf of the Company.
 - f. Leave as per the Company's policy, subject to maximum thirty (30) days leave each year with encashment of un-availed leave at the end of his tenure.
 - g. He will not be entitled to sitting fees for meetings of the Board/Committees of the Board attended by him.
 - h. The salary will be subject to all applicable provisions of the Income Tax Act, 1961.
 - i. The tenure will be subject to termination by three months' notice in writing on either side.

Therefore, members approval is sought to the proposed resolution. The Directors recommend passing of the Resolution set out at Item No. 04, as a **Special Resolution**.

Mr. Abhishek Gupta(DIN: 01260263), Managing Director and Ms. Sonika Gupta (DIN: 01527904), Director of the Company and their relatives are interested in the aforesaid Resolution as set out at Item No. 04 above.

Directors/ Key Managerial Personnel may be deemed/concerned interested to the extent of their shareholding in the Company.

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

All documents concerning Item No. 04 are available for inspection at the Registered Office of the Company from 11 AM. to 01 PM. on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours till the date of forthcoming Annual General Meeting.

Place: Bhopal
Dated: 27/08/2021

By the order of the Board

Sd/-
Ashish Soni
(PAN: HCOPS6623A)
Company Secretary & Compliance Officer

CIN: L74999MP2007PLC019623

WE WIN LIMITED

(Formerly Known as Surevin BPO Services Limited)

206-207, 2nd Floor, Corporate Zone, C-21 Mall, Hoshangabad Road, Misrod, Bhopal (M.P.) 462047

ATTENDANCE SLIP

(To be presented at the entrance)

14th Annual General Meeting, Date 30th September, 2021

Folio No. / DP ID No. / Client ID No.:	
Name of First named Member/ Proxy/ Authorised Representative:	
Name of Joint Member(s), if any:	
No. of Shares held:	

I/We certify that I/We am/are member(s)/proxy for the member(s) of the Company.

I/We hereby record my/our presence at the 14th Annual General Meeting of the Company being held on Thursday, the 30th day of September, 2021 at 11:00 AM at the Registered Office of the Company Situated at 206-207, 2nd Floor, Corporate Zone, C-21 Mall, Hoshangabad Road, Misrod, Bhopal (M.P.) 462047.

Signature of First holder/ Proxy/ Authorised Representative:

Signature of 1st Joint Holder:

Signature of 2nd Joint Holder:

Notes:

1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the Meeting Venue.
2. Only Member(s)/ Proxyholder will be allowed to attend the Meeting.

CIN: L74999MP2007PLC019623

WE WIN LIMITED

(Formerly Known as Surevin BPO Services Limited)

206-207, 2nd Floor, Corporate Zone, C-21 Mall, Hoshangabad Road, Misrod, Bhopal (M.P.) 462047

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L74999MP2007PLC019623

Name of the Company: WE WIN LIMITED

Registered office: 206-207, 2nd FLOOR, CORPORATE ZONE, C-21 MALL, HOSHANGABAD ROAD, MISROD, BHOPAL (MP) - 462047

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/ Clint Id:

DP ID:

I/ We being the member(s) holding shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 14th Annual General Meeting of the Company, to be held on Thursday, the 30th day of September, 2021 at 11:00 A.M. at the registered office of the Company at 206-207, 2nd Floor, Corporate Zone, C-21 Mall, Hoshangabad Road, Misrod, Bhopal (M.P.) 462047 and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION NO.

Ordinary Business:

Item No. 01: Adoption of Audited Standalone and Consolidated Financial Statements and the Reports of the Board of Directors and Auditor's thereon;

Item No. 02: Appointment of Director in place of Director who retires by Rotation;

Item No. 03: Appointment of Statutory Auditors and fixing of their Remuneration;

Special Business:

Item No. 04: Re-appointment of Mr. Abhishek Gupta (DIN: 01260263), as Managing Director of the Company in continuation of previous employment;

Signed this day of..... 2021

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Route Map of Venue of Annual General Meeting (Registered Office)

