



WWL/CS/2024-25/068

Date: 09th August, 2024

National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (E) Mumbai-400051 NSE Symbol: WEWIN	BSE Limited Floor 25, P.J Towers, Dalal Street, Fort, Mumbai- 400001 BSE Scrip Code: 543535
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Sub: - Notice of 17th Annual General Meeting.

Dear Sir/Madam,

Pursuant to Regulation 30(6) of the SEBI (LODR) Regulations, 2015, we are enclosing herewith Notice of the 17th Annual General Meeting of the company to be held on Friday, 06th September 2024 at the Registered Office of the Company situated at Plot No. C-6, IT Park, Badwai, Bhopal (MP)- 462038 at 11:00 A.M.

Kindly take the same on your records.

Thanking you,
Yours faithfully,

For We Win Limited



Ashish Soni
Company Secretary & Compliance Officer

Encl: As above

We Win Limited

www.wewinlimited.com

(CIN: L74999MP2007PLC019623)

Plot No. C-6, IT Park

Badwai, Bhopal - 462038 Madhya Pradesh, India

Phone : +91 755 4278897

Email : contact@wewinlimited.com

NOTICE OF 17TH ANNUAL GENERAL MEETING

Notice is hereby given that the 17th Annual General Meeting of the members of We Win Limited will be held on Friday, the 06th Day of September, 2024 at the Registered Office of the Company situated at Plot No. C-6, IT Park, Badwai, Bhopal, M.P.-462038 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, 2024 and the Reports of the Board of Directors and Auditors thereon.

Item No. 02: 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: To appoint a director in place of Mr. Arnav Gupta (DIN: 09040096) who retires by rotation and being eligible, offers himself for re-appointment;

SPECIAL BUSINESS:

Item No. 04: Change in the Category of Mrs. Sonika Gupta (DIN: 01527904) due to resignation from the post of Vice- Chairman in order to continue as Executive Director with the position as Chairman of the Company;

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

"**RESOLVED THAT**, subject to the provisions of the Articles of Association of the Company and as per recommendation of Nomination & Remuneration Committee and until otherwise decided by the Board in the Board Meeting or by members of the Company in the General Meeting and subject to the approval of members of the Company at the General Meeting, the category of Mrs. Sonika Gupta (DIN: 01527904), Vice- Chairman of the Company be and is hereby changed due to resignation from the post of Vice- Chairman in order to continue as Executive Director with the position as Chairman of the Company at a remuneration not exceeding Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakhs Only) in any financial year."

Item No. 05: Change in the category of Mr. Abhishek Gupta (DIN: 01260263) due to resignation from the post of Chairman in order to continue as Executive Director with the position as Managing Director of the Company;

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

"**RESOLVED THAT**, subject to the provisions of the Articles of Association of the Company and as per recommendation of Nomination & Remuneration Committee and until otherwise decided by the Board in the Board Meeting or by members of the Company in the General Meeting and subject to the approval of members of the Company at the General Meeting, the category of Mr. Abhishek Gupta (DIN: 01260263), Chairman of the company be and is hereby changed due to resignation from the post of Chairman in order to continue as Executive Director with the position as Managing Director of the Company at a remuneration not exceeding Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakhs Only) in any financial year."

Item No. 06: To consider and appoint/regularize Mr. Abhishek Gupta (DIN: 01260263) as Managing Director of the company for a tenure of 5 (Five) years;

To consider and if thought fit, to pass with or without modification(s), the following Resolution as 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 appointment of Mr. Abhishek Gupta (DIN: 01260263), as Managing Director of the Company, for a period of 05 (five) years, commencing from 15th June, 2024 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 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."

Item No. 07: Approval on Material Related Party Transaction(s) to be entered into with Related Parties during Financial Year 2024-25;

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable provisions, if any of the SEBI Listing Regulations, and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 including any modifications, variations or re-enactments thereof for the time being in force and as may be notified from time to time and subject to such other consents, permissions, approvals as may be required in this behalf, the Company's Policy on Related Party Transactions and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to enter into related party contracts / arrangements / transactions (including any modifications, alterations or amendments thereto) in the ordinary course of business and on arms' length basis as more specifically detailed out in Table A forming part of item no. 07 of the explanatory statement annexed to this notice with related parties as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of the SEBI Listing Regulations for financial year 2024-2025 on such terms and conditions as the Board of Directors of the Company may deem fit, in compliance with any requirements of applicable law, notwithstanding that such transactions (including existing contracts / arrangements / transactions) may exceed 10% of the annual consolidated turnover of the Company in any financial year or such other threshold limits as may be specified by the Act or SEBI Listing Regulations from time to time.

Related Party Transaction(s) to be entered into with related parties for FY 2024-2025 is as follows:

Name of Related Parties/ Relationship	Nature of Transaction	Estimated Amount (in Rs.)
Zenstack Private Limited (Common Director Company)	Rent Received	Not exceeding Rs. 24.00/- Lakhs (Rupees Twenty Four Lakhs Only)

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors and/or Company Secretary of the Company, be and are hereby authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and file forms with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

By the order of the Board

Sd/-

Ashish Soni

(PAN: HCOPS6623A)

Company Secretary & Compliance Officer

Place: Bhopal

Dated: 09/08/2024

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.
2. The Board has appointed Mr. S.M. Ashraf, Proprietor of M/s. ASA & Associates, Practicing Company Secretary, as the scrutinizer ("**Scrutinizer**") for conducting the e-voting process in a fair and transparent manner.
3. 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.
4. Directors have not recommended any Dividend on equity shares of the company for the financial year ended 31st March 2024.
5. As on 31st March 2024, there were no amount required to be transferred by the company to the Investor Education and Protection Fund ("IEPF").
6. 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.

7. 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.
8. 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.
9. 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.
10. The Register of members and the Share Transfer Books of the Company will remain closed from Saturday, 31st day of August, 2024 to Friday, 06th day of September, 2024 (both days inclusive) for the purpose of this Meeting.
11. 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 Friday, 30th August, 2024 only shall be entitled to vote at the AGM.
12. Members may also note that the Notice of 17th AGM along with the Copy of Annual Report for the financial year ended 31st March 2024 is uploaded and available electronically at the following links:

Company's Website	www.wewinlimited.com
Website of Stock exchanges where equity shares of the company are listed	www.nseindia.com www.bseindia.com
Website of Link Intime India Private Limited	www.instavote.linkintime.co.in

13. 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.
14. 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.

15. 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.
16. 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.
17. 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.
18. Proxy Form, Attendance Slip and the Route Map of the venue of the Meeting are annexed hereto.
19. 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.
20. 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.
21. 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.
22. 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.
23. 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 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2024 dated May 5, 2024, 11/2024 dated December 28, 2024 and 09/2023 dated September 25, 2023, (collectively the '**MCA Circulars**') 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 30th August, 2024 being the cut-off date, to exercise their right to vote electronically on the above resolution.
24. The Company is sending Notice in electronic form only and express its inability to dispatch hard copy of Notice along with Annual Report to the members. 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 Notice 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 Annual General Meeting. 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.
25. 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 30th August, 2024.
26. 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 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.
27. 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 will be announced by the Chairman or any director of the Company duly authorized, on or before 09th September, 2024 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 in accordance with the provisions of SEBI Listing Regulations.
28. Members can also contact to Mr. Ashish Soni, Company Secretary and Compliance Officer of the company to resolve any grievances with regard to voting. Address: - We Win Limited, Plot No. C-6, IT Park, Badwai, Bhopal, Madhya Pradesh 462038, India, Email Id: cs@wewinlimited.com, Phone number – +91 0755-4278897.
29. 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 e-voting.
30. 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 "LI IPL"). The instructions for electronic voting are given in this Notice. **E-Voting will commence on 03rd September, 2024 at 9:00 a.m. and will end on 05th September, 2024 at 5:00 p.m.** E-Voting shall not be allowed beyond the said time and date.
31. 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 "LI IPL") to facilitate e-voting.
32. The Voting results shall be declared not later than 48 (forty eight) hours from the conclusion time of the meeting. The results declared along with the Scrutinizer's Report will be placed on the website of the company at <https://wewinlimited.com/investor-relations/#> and the website of Link Intime India Private Limited at www.instavote.linkintime.co.in immediately after the result is declared by the Chairman or any other person authorized by the Board in this regard and will simultaneously be forwarded to NSE & BSE, where equity shares of the company are listed.
33. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. Friday, 06th September 2024.

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"> 1. Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsd.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. 2. If you are not registered for IDeAS e-Services, option to register is availableat https://eservices.nsd.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a personal computer or on a mobile. Oncethe home page of e-Voting system is launched, click on the icon "Login" which isavailable under 'Shareholder/Member' section. A new screen will open. You will have toenter 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 successfulauthentication, 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 voteduring the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. 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 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 onNew System Myeasi. 2. 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 theremote e-Voting period. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. 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:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: -
 - A. User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 - B. 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.
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. 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".

By the order of the Board

Sd/-

Ashish Soni

(PAN: HCOPS6623A)

Company Secretary & Compliance Officer

Place: Bhopal

Dated: 09/08/2024

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 04: Change in the Category of Mrs. Sonika Gupta (DIN: 01527904) due to resignation from the post of Vice- Chairman in order to continue as Executive Director with the position as Chairman of the Company;

For the purpose of Administrative convenience and to ensure effective participation of Board Members & Members/Shareholders of the Company, in the Board and General Meetings, it is necessary to appoint a Chairman/ Chairperson of the Company, who would be the Chairman/ Chairperson for all Meetings of the Board and also for General Meetings of the Company; accordingly the Board of Directors of the Company in their meeting held on 15th June, 2024 have passed a resolution (subject to the approval of members of the Company) for appointment of Mrs. Sonika Gupta (DIN: 01527904), Director of the Company as the Chairman/ Chairperson of the Company; therefore members approval is sought to the proposed resolution. The Directors recommend passing of the resolution set out at Item No. 04 of the Notice, as a Special Resolution.

Mrs. Sonika Gupta (DIN: 01527904), Mr. Abhishek Gupta (DIN: 01260263), and Mr. Arnav Gupta (DIN: 09040096), Directors 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.

Item No. 05: Change in the category of Mr. Abhishek Gupta (DIN: 01260263) due to resignation from the post of Chairman in order to continue as Executive Director with the position as Managing Director of the Company;

For the purpose of Administrative convenience and to ensure effective participation of Board Members & Members/Shareholders of the Company, in the Board and General Meetings, it is necessary to appoint a Managing Director of the Company; accordingly the Board of Directors of the Company in their meeting held on 15th June, 2024 have passed a resolution (subject to the approval of members of the Company) for appointment of Mr. Abhishek Gupta (DIN: 01260263), Director of the Company as the Managing Director of the Company; therefore members approval is sought to the proposed resolution. The Directors recommend passing of the resolution set out at Item No. 05 of the Notice, as a Special Resolution.

Mr. Abhishek Gupta (DIN: 01260263), Mrs. Sonika Gupta (DIN: 01527904) and Mr. Arnav Gupta (DIN: 09040096), Directors of the Company and their relatives are interested in the aforesaid Resolution as set out at Item No. 05 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.

Item No. 06: To consider and appoint/regularize Mr. Abhishek Gupta (DIN: 01260263) as Managing Director of the company for a tenure of 5 (Five) years;

Mr. Abhishek Gupta (DIN: 01260263) has a wide experience of more than 3 decades of the similar field/business in which the Company is engaged and in view/ terms of the provisions of section 196(2) of the Companies Act, 2013, the Nomination & Remuneration Committee and the Board of Directors of the Company in their meeting held on 09th August, 2024 have recommended/ passed resolution (subject to the approval of members of the Company) for appointment of Mr. Abhishek Gupta (DIN: 01260263), as Managing Director of the Company, for a period of 05 (five) years, commencing from 15th June, 20234 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 a ceiling of one hundred (100) per cent of salary
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. 05, as a Special Resolution.

Mr. Abhishek Gupta (DIN: 01260263), Mrs. Sonika Gupta (DIN: 01527904) and Mr. Arnav Gupta (DIN: 09040096), Directors of the Company and their relatives are interested in the aforesaid Resolution as set out at Item No. 06 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. 06 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.

Item No. 07: Approval on Material Related Party Transaction(s) to be entered into with Related Parties during Financial Year 2024-25;

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of members. However, as per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), such transactions, if material, requires the approval of members through a resolution, notwithstanding the fact that the same are on an arm's length basis and in the ordinary course of business. Regulation 23 of SEBI Listing Regulations, 2015 mandates prior approval of the members through ordinary resolution for all 'Material Related Party Transactions. For this purpose, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

The Company is also proposed to enter into certain business transactions (Rent Received) with M/s Zenstack Private Limited during Financial Year 2024-25. These transactions are estimated at Rs. 24.00/- Lakhs (Rupees Twenty Four Lakhs Only) for F.Y. 2024-25 which are of value exceeding 10% of the Annual Consolidated Turnover of the Company as per the Last Audited Financial Statement of the Company. The details of such transactions are given below: -

Name of Related Parties/ Relationship	Nature of Transaction	Estimated Amount (in Rs.)
Zenstack Private Limited (Common Director Company)	Rent Received	Not exceeding Rs. 24.00/- Lakhs (Rupees Twenty Four Lakhs Only)

The Company has in place a balanced and structured policy and process for approval of Related Party Transactions. The Policy provides the details required to be provided to the Audit Committee for the purpose of review of such transactions and grant their approval for the proposed transactions. A justification for each and every related party transaction is provided to the Audit Committee which enables them to arrive at the right decisions. Additionally, an update on the actual related party transactions entered during every quarter is provided to the Audit Committee. Approval of the Members of the Company is therefore required for item no. 07 in terms of Regulation 23 of the SEBI Listing Regulations by way of passing of an Ordinary Resolutions for approval to the aforesaid Material Related Party Transactions to be entered for Financial Year 2024-2025.

Details to be placed before Members in line with the SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 are given in below **Table A:**

Name of the related party	Zenstack Private Limited
Type, material terms and particulars of the proposed transaction (at arm length and in ordinary course of business;	Rent Received
Name of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Common Director Company
Tenure of the proposed transaction;	During the financial year 2024-25
Value of the proposed transaction;	Not exceeding Rs. 24.00/- Lakhs (Rupees Twenty Four Lakhs Only)
Whether the transactions have been approved by Audit Committee & Board	Yes
Details of Source of Funds in connection with the proposed transaction	Not Applicable
Where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments	Not Applicable
Terms of Loan, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
Justification as to why the RPT is in the interest of the listed entity	For the purpose of administrative convenience
Any advance paid or received for the transaction	Not Applicable
The valuation or other external party report	Not Applicable
Any other relevant information	NIL

The Audit Committee of the Company has granted omnibus approval to the related party transactions entered/proposed to be entered into by the Company in the financial year 2024-25. Since all the transactions between the Company and the parties as provided in the table above will be entered in the ordinary course of business and at arms' length basis, the provisions of Sec 188 (1) of the Companies Act, 2013 and the Rules made thereunder are not applicable on transactions between these entities.

In the financial year 2024-25, the aforesaid transactions in aggregate at individual level are expected to exceed 10% of the annual consolidated turnover, these transactions are therefore considered as material related party transactions as per Listing Regulations. Thus, in terms of Regulation 23 of Listing Regulations, the approval of members is required for the aforementioned material related party transactions entered /to be entered between the Company and the parties as provided in table above.

Further, pursuant to Regulation 23(7) of Listing Regulations, in respect of voting on this resolution, all the related parties shall not vote to approve the relevant transactions, irrespective of whether the entity or person is a party to the particular transaction or not.

Accordingly, the Board of Directors recommends the resolution given at Item no. 07 of this Notice for your approval as Ordinary Resolution.

Mr. Abhishek Gupta (DIN: 01260263), Mrs. Sonika Gupta (DIN: 01527904), Mr. Arnav Gupta (DIN: 09040096), Directors of the Company and their relatives are concerned or interested, financially or otherwise, in the aforesaid Resolution as set out at Item No. 07.

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.

The Members may please note that in terms of the provisions of the SEBI Listing Regulations, 2015 and the Companies Act, 2013 the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under this Item No. 07.

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)	Mrs. Sonika Gupta (DIN: 01527904)	Mr. Arnav Gupta (DIN: 09040096)
Date of Birth	24/09/1971	01/02/1978	04/11/2000
Age	52 years approx.	46 years approx.	23 years approx

Qualification	B.E. from University of Nagpur	B. Com from University of Bundelkhand	Bachelor in IT & Game Development from University of Wollongong, Australia			
Expertise in Functional Area	Business	Administration & Management	Business			
Experience	Experience of more than 26 years of the similar field/business in which the Company is engaged	More than 17 years of Experience of Administration & Management field	Experience in the similar field/business in which the Company is engaged			
Remuneration sought to be paid	Not exceeding Rs. 1,20,00,000/- per annum	Not exceeding Rs. 1,20,00,000/- per annum	Not exceeding Rs. 24,00,000/- per annum			
Remuneration drawn for 2023-24	Rs. 60,00,000/- (Rupees Sixty Lakhs Only)	Rs. 60,00,000/- (Rupees Sixty Lakhs Only)	Rs. 09,00,000/- (Rupees Nine Lakhs Only)			
Date of first appointment on the Board	18/06/2007 (Since Incorporation)	18/06/2007 (Since Incorporation)	01/06/2023			
Shareholding in the Company	25,77,770 Equity Shares of Rs. 10/- each	34,26,700 Equity Shares of Rs. 10/- each	52,000 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 Mrs. Sonika Gupta (DIN: 01527904) and Father of Mr. Arnav Gupta (DIN: 09040096) Directors of the Company	As per Section 2(77) of the Companies Act, 2013, Mrs. Sonika Gupta (DIN: 01527904) is relative of Director i.e. Wife of Mr. Abhishek Gupta (DIN: 01260263), and Mother of Mr. Arnav Gupta (DIN: 09040096) Directors of the Company	As per Section 2(77) of the Companies Act, 2013, Mr. Arnav Gupta (DIN: 09040096) is relative of Director i.e. Son of Mr. Abhishek Gupta (DIN: 01260263) and Ms. Sonika Gupta (DIN: 01527904) Director of the Company			
No. of Meetings of the Board attended during the year	09	08	05			
List of other Companies in which Directorships held	1. Surevin Weartech Private Limited 2. Texit Private Limited	Nil	1. Zenstack Private Limited 2. Texit Private Limited			
List of Membership / Chairmanship in Committees of the Board of the Company	Chairmanship	Membership	Chairmanship	Membership	Chairmanship	Membership
	Corporate Social Responsibility Committee	Audit Committee	Nil	Stakeholders Relationship Committee	Nil	Nil
List of Membership / Chairmanship in Committees of the Board of Other Companies	Chairmanship	Membership	Chairmanship	Membership	Chairmanship	Membership
	Nil	Nil	Nil	Nil	Nil	Nil
Shareholding of Non-executive Directors of the Company	Mr. Arnav Gupta (DIN: 09040096) Non- Executive Director holds 52,000 Equity Shares of Rs. 10/- each of the company					

By the order of the Board

Sd/-

Ashish Soni

(PAN: HCOPS6623A)

Company Secretary & Compliance Officer

Place: Bhopal

Dated: 09/08/2024

CIN: L74999MP2007PLC019623

WE WIN LIMITED

Plot No. C-6, IT Park, Badwai, Bhopal (M.P.) 462038

ATTENDANCE SLIP

(To be presented at the entrance)

17th Annual General Meeting, Date 06th September, 2024

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 17th Annual General Meeting of the Company being held on Friday, the 06th day of September, 2024 at 11:00 AM at the Registered Office of the Company Situated at Plot No. C-6, IT Park, Badwai, Bhopal (M.P.) 462038.

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

Plot No. C-6, IT Park, Badwai, Bhopal (M.P.) 462038

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: **PLOT NO. C-6, IT PARK, BADWAI, BHOPAL (MP) - 462038**

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 17th Annual General Meeting of the Company, to be held on Friday, the 06th day of September, 2024 at 11:00 A.M. at the registered office of the Company at Plot No. C-6, IT Park, Badwai, Bhopal (M.P.) 462038 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:** 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:** To appoint a director in place of Mr. Arnav Gupta (DIN: 09040096) who retires by rotation and being eligible, offers himself for re-appointment;

Special Business:

- Item No. 04:** Change in the Category of Mrs. Sonika Gupta (DIN: 01527904) due to resignation from the post of Vice- Chairman in order to continue as Executive Director with the position as Chairman of the Company;
- Item No. 05:** Change in the category of Mr. Abhishek Gupta (DIN: 01260263) due to resignation from the post of Chairman in order to continue as Executive Director with the position as Managing Director of the Company;
- Item No. 06:** To consider and appoint/regularize Mr. Abhishek Gupta (DIN: 01260263) as Managing Director of the company for a tenure of 5 (Five) years;
- Item No. 07:** Approval on Material Related Party Transaction(s) to be entered into with Related Parties during Financial Year 2024-25;

Signed this day of..... 2024
Signature of Shareholder
Signature of Proxy holder(s)



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)

