



WWL/CS/2024-25/025

Date: 27<sup>th</sup> May, 2024

<b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (E) Mumbai-400051 <b>NSE Symbol: WEWIN</b>	<b>BSE Limited</b> Floor 25, P.J Towers, Dalal Street, Fort, Mumbai- 400001 <b>BSE Scrip Code: 543535</b>
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**Sub: - Submission of Secretarial Compliance Report of the company for the year ended 31<sup>st</sup> March 2024 as required under Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.**

Dear Sir/Madam,

We are enclosing herewith the Secretarial Compliance Report of the company for the year ended 31<sup>st</sup> March 2024 as required under Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as provided by M/s S. Anjum & Associates, Practicing Company Secretaries.

Kindly take the same on your records and acknowledge the receipt of the same.

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



**Secretarial Compliance Report of We Win Limited  
for the financial year ended 31<sup>st</sup> March 2024**

To,  
The Board of Directors,  
We Win Limited  
Plot No C-6, IT Park, Badwai,  
Nabibagh, Bhopal - 462038

We S. Anjum & Associates, Secretarial Auditors of the Company have examined:

- (a) all the relevant documents and records made available to us and explanation provided by We Win Limited ("the Company"),
- (b) the filings/ submissions made by the listed entity to the stock exchange(s),
- (c) website of the Company,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

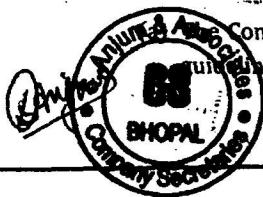
The Foregoing information for the year ended 31<sup>st</sup> March 2024 ("Review Period") in respect of Compliance with the provision of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder; we hereby report that, during the period under review:

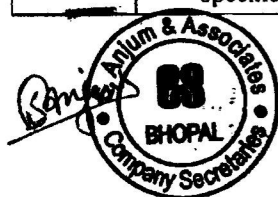


Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

**PRINCIPAL PLACE OF BUSINESS :**

Plot No. 16, A.S.-1, Block -A, 1<sup>st</sup> Floor, Amar Stambh, Press Complex, Zone-I, M.P. Nagar, Bhopal (M.P.) India - 462 011  
Tel. : +91 755 3299658, 4277519, Fax : +91 755 4277519, E-mail : csshadabanjum@gmail.com

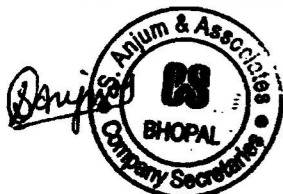
Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS
1.	<p><b>Secretarial Standards:</b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	None
2.	<p><b>Adoption and timely updation of the Policies:</b></p> <p>I All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</p> <p>I All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</p>	Yes	None
3.	<p><b>Maintenance and disclosures on Website:</b></p> <p>I The Listed entity is maintaining a functional website</p> <p>I Timely dissemination of the documents/ information under a separate section on the website</p> <p>I Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the</p>	Yes	The Company has provided the required confirmation on the same and reliance has been placed on the same.



	relevant document(s)/ section of the website		
4.	<b>Disqualification of Director:</b> None of the Director(s) of the Company is / are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	The Company has provided the required confirmation on the same and reliance has been placed on the same.
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Not Applicable	None
6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	The Company has provided the required confirmation on the same and reliance has been placed on the same.
8.	<b>Related Party Transactions:</b> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons</p>	<p>Yes</p> <p>Not Applicable</p>	<p>None for this point.</p> <p>However, the Audit Committee shall define "Material Modifications" and disclose it as part of the policy on materiality of related party transactions and on dealing with related party transactions, however as per Management, as there is no material modification has been done in related party transactions hence not required.</p>



	along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.		None
9.	<b>Disclosure of events or information:</b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Clarification required by SEBI under SEBI LODR Regulations, 2015  And  Under regulation 17(1C) of SEBI(LODR requirements) Regulations 2015	The Clarification has been required from the Company on the matter of composition of the Board and for contradictory affirmation in the same matter.  Another clarification required for the delay in approval of shareholders for appointment of a person on the Board in the General Meeting as per Regu. 17(1C) of SEBI (LODR).  The Company has replied and clarified the same and no further action has been initiated and no penal action has been taken till date.
12.	<b>Additional Non-compliances, if any:</b>  No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Not Applicable	None



**Compliances Related To Resignation Of Statutory Auditors From Listed Entities And Their Material Subsidiaries As Per SEBI Circular CIR/CFD/CMD1/114/2019 Dated 18<sup>th</sup> October, 2019:**

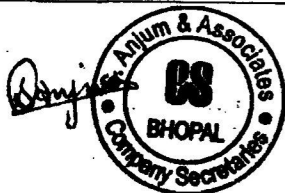
Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS
1.	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	No such instance during the financial year under review
2.	<b>Other conditions relating to resignation of statutory auditor</b>		



	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit</p>	<p>NA</p>	<p>No such instance during the financial year under review</p>
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	<p>Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019.</p>	NA	No such instance during the financial year under review

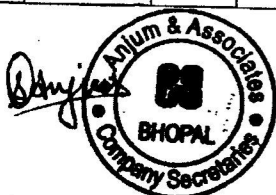




\*Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

(a) (\*\*) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below:

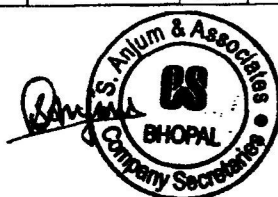
Sr. No.	Com-pliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remark
1.	Reg	17	Clarification has been required from the Company on the matter of composition of the Board and for contradictory affirmation in the same matter	NSE/BSE	Clarification Sought	The Company has received a mail from NSE for clarification about composition of Board for not being in line with SEBI (LODR) Regulations 2015 while the company has stated as compliant in the section of affirmation and for Contradictory Affirmation.	--	The Company has received a mail and clarification has been sought for which The Company has replied that this was due to a clerical error which was unintentional and non deliberate. Further there is no contradictory affirmation as the Board Composition is in line with SEBI (LODR) Regulations 2015 and the company has stated as compliant in the section of affirmation. This was a unintentional mistake on the part of Company.	The Company has received a mail and clarification has been sought for which The Company has replied that the designation of Mr Tarun Katyan (DIN 10051938 has wrongly mentioned as Non-Executive, Non-Independent, however he is appointed as Non-Executive, Independent Director w.e.f. 29.03.2023. This was due to a clerical error which was unintentional and non deliberate. Further there is no contradictory affirmation as the Board Composition is in line with SEBI	No Action initiated against the Company



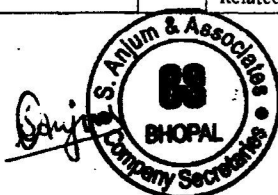
									(LODR) Regulations 2015 and the company has stated as compliant in the section of affirmation.	
2.	Reg	17 (1)	Delay in approval of shareholders for appointment of a person on the Board in the General Meeting.	NSE/BSE	Clarification Sought	The Company has delayed in taking approval of Shareholders for appointment of a Director on the Board in the Next General meeting within 3 months	--	The Company has received a mail and clarification has been sought for which the Company has adequately replied. This was happened due to due to certain unavoidable circumstances.	The company replied that due to certain unavoidable circumstances the company has not obtained shareholder's approval within a period of three months from the appointment of Mr Tarun Katyan, however the same approval has been obtained in the AGM dated 22.09.2023	No Action initiated against the Company

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Reg	23 (9)	The Company has delayed	NSE/BSE	Fine	The Company	5000/- for	During the financial	The Company	Waiver



			the filings for the quarter ended September 2022 by one day			has delayed the filings for the quarter ended September 2022 by one day	BSE and 5000/- for NSE	year under review, the Company has received a Notice for non compliance with Regulation 23 (9) of Listing Regulation for which the Company has replied adequately and also paid fine of Rs. 5000/- to NSE & and Rs. 5000/- BSE and simultaneously applied for waiver on 10 <sup>th</sup> day January 2023 for which result is still awaited.	has replied adequately and also paid fine	request denied
2	Reg	33	The statutory auditor of a company does not undertake a limited review of the audit of entity i.e. Surewin Weartech Private Limited, whose accounts are to be consolidated with the company as per AS-21	--	--	--	--	The Statutory Auditor has issued a Consolidated report of We Win limited that includes Limited Review of Surewin Weartech Private Limited and no independent limited review of it.	The Management told that the Statutory Auditor has already issued a Consolidated Report including Independent Review of Surewin Weartech	Completed in Auditor Report
3	Reg	23 (4)	Approval of Shareholders in case of Material Related Party	--	--	--	--	The Company is in the process to comply with the provisions for material	The Company is in the process to comply with the	Approval of shareholders has



			Transactions					related party transactions.	provisions for material related party transactions.	been taken.

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report:



**Annexure 'A'**

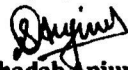
**To,  
The Members,  
We Win Limited  
Plot No C-6, IT Park, Badwai,  
Nabibagh, Bhopal - 462038**

My/Our report of even date is to be read along with this letter.

1. Maintenance of proper records is the responsibility of the management of the Company. My/Our responsibility is to express an opinion on these records based on my/our audit.
2. I/We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the records. The verification was done on test basis to ensure that correct facts are reflected in records. I / We believe that the processes and practices, I / we followed provide a reasonable basis for my/our opinion.
3. I/We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I/we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate, Secretarial Standards and SEBI Regulations (all listing regulations) is the responsibility of management. My/Our examination was limited to the verification of procedures on test basis.

The Annual Secretarial Compliance Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company

**For S. Anjum & Associates  
Company Secretaries**



**Shadab Anjum  
Membership No.: FCS 8893  
C.P. NO: 10253  
Email: [csshadabanjum@gmail.com](mailto:csshadabanjum@gmail.com)  
Bhopal  
Dated 25<sup>th</sup> day of May 2024  
UDIN: F008893F000450851  
PRN: 2009/2022**

