



WWL/CS/2023/082

Date: 29th May, 2023

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| 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 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|

Sub: - Submission of Secretarial Compliance Report of the company for the year ended 31st March 2023 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 31st March 2023 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)

206-207, 2nd Floor, Corportate Zone C-21 Mall,
Hoshangabad Road, Misrod,

Bhopal - 462047, Madhya Pradesh, India

Phone: +91 755 4278897,

Email: contact@wewinlimited.com



**Secretarial Compliance Report of We Win Limited
for the financial year ended 31st March 2023**

To,
The Board of Directors,
We Win Limited
206-207, 2nd Floor, Corporate Zone, C-21 Mall
Hoshangabad Road, Misrod, Bhopal - 462047

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

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

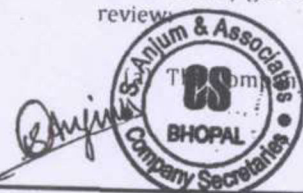
The Foregoing information for the year ended 31st March 2023 ("Review Period") in respect of Compliance with the provision of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 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:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- 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:



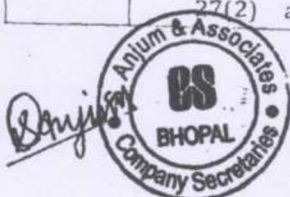
has complied with the provisions of the above Regulations and circulars/

PRINCIPAL PLACE OF BUSINESS :

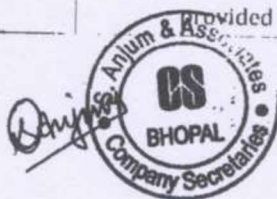
Plot No. 16, A.S.-1, Block -A, IInd Floor, Amar Stambh, Press Complex, Zone-I, M.P. Nagar, Bhopal (M.P.) India - 462 011.
Tel. : +91 755 3299658, 4277519, Fax : +91 755 4277519, E-mail : csshadabanjum@gmail.com

guidelines issued thereunder, except in respect of matters specified below:

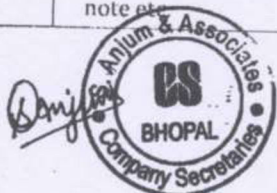
| Sr. No. | Particulars | Compliance Status (Yes/No/ NA) | Observations/ Remarks by PCS |
|---------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|----------------------------------------------------------------------------------------------------------|
| 1. | <p>Secretarial Standards:</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>Adoption and timely updation of the Policies:</p> <p> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</p> <p> All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI</p> | Yes | None |
| 3. | <p>Maintenance and disclosures on Website:</p> <p> The Listed entity is maintaining a functional website</p> <p> Timely dissemination of the documents/ information under a separate section on the website</p> <p> Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and</p> | Yes | The Company has provided the required confirmation on the same and reliance has been placed on the same. |



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| | specific which re- directs to the relevant document(s)/ section of the website | | |
| 4. | <p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is / are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p> | Yes | The Company has provided the required confirmation on the same and reliance has been placed on the same. |
| 5. | <p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p> | Not Applicable | None |
| 6. | <p>Preservation of Documents:</p> <p>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.</p> | Yes | None |
| 7. | <p>Performance Evaluation:</p> <p>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.</p> | Yes | The Company has provided the required confirmation on the same and reliance has been placed on the same. |
| 8. | <p>Related Party Transactions:</p> <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> | None None | None None |



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| | along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained. | | |
| 9. | Disclosure of events or information: 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. | Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | Yes | None |
| 11. | Actions taken by SEBI or Stock Exchange(s), if any: 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 (**). | Notice for Non Compliance with Regulation 23 (9) of SEBI LODR Regulations, 2015 | During the financial 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 NSF & and Rs. 5000/- BSE and simultaneously applied for waiver on 10 th January 2023 for which result is still awaited. |
| 12. | Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. | None | None |



- (b) The Company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder, in so far as it appears from the examination of records
- (c) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

| Sr. No. | Compliance Requirements (Regulations/Circulars/ Guidelines including specific clause) | Deviations | Observations/ Remarks by PCS |
|---------|---------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | Reg 23 (9) | The Company has delayed the filings for the quarter ended September 2022 by one day | During the financial 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 th day January 2023 for which result is still awaited. |
| 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. |
| 3. | Reg 23 (4) | Approval of Shareholders in case of Material Related Party Transactions | The Company is in the process to comply with the provisions for material related party transactions. |

- (d) The following are the details of actions taken against the Company/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:



| Sr. No. | Action Taken By | Details of Violation | Details of Action Taken eg. Fines, warning letter, debarment etc. | Observations/Remarks of the Practicing Company Secretary, if any |
|---------|-----------------|----------------------|----------------------------------------------------------------------------|---------------------------------------------------------------------------|
| NA | | | | |

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'

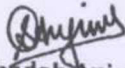
To,
The Members,
We Win Limited
206-207, 2nd Floor, Corporate Zone, C-21 Mall,
Hoshangabad Road, Misrod, Bhopal, (M.P.) - 462047

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

Bhopal

Dated 29th May 2023

UDIN: F0088931:000404981

PRN: 2009/2022

