



WWL/CS/2022/104

Date: 3rd September, 2022

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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Subject: Intimation of Book Closure and E-voting under Regulation 42 and 44 of Securities and Exchange Board in India (Listing Obligation and Disclosure Requirements) Regulation, 2015:

Respected Sir/Madam,

Pursuant to the Securities and Exchange Board in India (Listing Obligation and Disclosure Requirements) Regulation, 2015, (the Regulations), we wish to inform that:

1. In terms of Section 91 of the Companies Act, 2013, Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the Regulation, the Register of Members and Share Transfer Books shall remain closed from Saturday, 24th day of September, 2022 to Friday, 30th day of September, 2022 (both days inclusive) for the purpose of AGM.
2. Cut-off date for remote E-voting is Friday, 23rd September, 2022. The remote E-Voting will commence on 27th September, 2022 at 9:00 a.m. and will end on 29th September, 2022 at 5:00 p.m.

Kindly take the above information on your records.

Thanking you,

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 , website:www.wewinlimited.com

NOTICE OF 15TH ANNUAL GENERAL MEETING

Notice is hereby given that the 15th Annual General Meeting of the members of **WE WIN LIMITED** (Formerly Known as Surevin BPO Services Limited) will be held on Friday, the 30th Day of September, 2022 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, 2022 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 Mr. Rajiv Singh(DIN: 02245630), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 03: Borrowing Powers of the company and creation of Charge/Providing of Security.

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

"RESOLVED THAT in supersession of all earlier resolutions passed on the matter, the consent of the Company be and is hereby accorded to the Board of Directors of the Company under Section 180(1)(c) and all other applicable provisions if any, of the Companies Act, 2013 read with Articles of Association of the Company, to borrow money for and on behalf of the Company from time to time as deemed by it to be requisite and proper for the business of the Company, but so that the moneys to be borrowed together with the moneys already borrowed by the Company shall not exceed Rs. 400 Crores (Rupees Four hundred Crores Only) in excess of the aggregate of its paid share capital and free reserves of the Company as per the latest annual audited financial statements, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

Item No. 04: Approval to deliver document through a particular mode as may be sought by the member.

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

"RESOLVED THAT pursuant to Section 20 of the Companies Act, 2013 and the Rules made thereunder (hereinafter referred to as 'the Act'), consent of the Company be and is hereby accorded to the Board of Directors of the Company to serve document(s) on Member(s) of the Company by post or by registered post or by speed post or by courier or by delivering at their address, or by such electronic or other mode prescribed under the Act and desired by Member(s), from time to time.

RESOLVED FURTHER THAT upon request of Member(s) for delivery of any document(s) through a particular mode, the Company do serve the same to the Member(s) through that particular mode and/ or charge such fees which shall not be more than the amount charged to the Company by the Department of Post or the Service Provider(s) including related handling charges, if any, to deliver the documents in a particular mode.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.

Item No. 05:Approve the Employee Stock Option Scheme i.e. "We Win Limited ESOP2022"

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 62 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Share Capital and Debentures) Rules, 2014 ("the Rules") made thereunder (including any amendment, modification, variation or re-enactment thereof), the Memorandum and Articles of Association of the Company and subject to such other rules, regulations and guidelines as may be applicable from time to time and subject to the approval(s), consent(s), permission(s) and / or sanction(s) as may be required from appropriate regulatory authorities / institutions or bodies and subject to such terms and conditions as may be prescribed / imposed by such authorities while granting such approvals, consents, permissions and sanctions, and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include the Nomination & Remuneration Committee or any other Committee of the Company constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution), consent of the shareholders of the Company be and is hereby accorded to create, issue, offer and allot 6,00,000 equity shares of Rs.10 each of the Company, fully paid (or such adjusted numbers for any bonus, stock splits or consolidation or other re-organization of the capital structure of the Company as may be applicable including but not limited to by way of any corporate action, from time to time), to the present and future permanent employees of the Company (in the manner as may be permissible under the relevant provisions of the Companies Act, 2013 and rules made thereunder) (hereinafter referred to as "Eligible Employees" in this Notice), under the We Win Limited i.e. We Win Limited ESOP 2022 in terms of this resolution and on such terms and conditions as may be decided by the Board, in its sole and absolute discretion.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be designated as the Compensation Committee in accordance with Regulation 5(1) and Regulation 5(2) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations 2021 for the purposes of administration of We Win Limited ESOP 2022.

RESOLVED FURTHER THAT subject to the terms stated herein, the equity shares allotted pursuant to this resolution shall rank pari passu inter se with the then existing equity shares of the Company, in all respects.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company on the recommendation of the Board to the employee stock option grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued and allotted and the price of acquisition payable by the employee stock option grantees under the We Win Limited ESOP 2022 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- per equity share bears to their revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or

obligations of the employees who have been granted Stock Options under the We Win Limited ESOP 2022.

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the terms mentioned in the explanatory statement to this resolution, which are hereby approved by the Members, the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the terms and conditions of We Win Limited ESOP 2022, from time to time, as it may in its sole and absolute discretion decide, subject to the conformity of the Companies Act, 2013 and rules thereunder.

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the formulation and implementation of We Win Limited ESOP 2022 and to the shares (including to amend or modify any of the terms thereof) issued herein without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board shall take necessary steps for listing of the Equity Shares allotted under the We Win Limited ESOP 2022 on the Stock Exchanges, where the Shares of the Company are listed in accordance with the provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations 2021, the SEBI LODR Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to Compensation/Nomination and Remuneration Committee or such other Committees, with power to sub-delegate to any Officers or Company Secretary of the Company to update, maintain and preserve 'The Register of Employee Stock Options' in the prescribed format pursuant to Section 62(1)(b) of the Companies Act, 2013 and rule 12(10) of The Companies (Share Capital and Debentures) Rules, 2014" and to do all such acts, deeds, matters and things and to execute such documents, writings etc., as may be necessary in this regard."

Place: Bhopal
Dated: 02/09/2022

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.
2. The Board has appointed Mr. S.M. Ashraf, Partner of M/s. ASA & Associates, Practicing Company Secretary, as the scrutinizer ("**Scrutinizer**") for conducting the 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 2022.
5. As on 31st March 2022, 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, 24th day of September, 2022 to Friday, 30th day of September, 2022 (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, 23rd September, 2022 only shall be entitled to vote at the AGM.
12. Members may also note that the Notice of 15th AGM along with the Copy of Annual Report for the financial year ended 31st March 2022 is uploaded and available electronically at the following links:

Company's Website	www.wewinlimited.com
Website of Stock exchanges where equity	www.nseindia.com

shares of the company are listed	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 baddeliveries.
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 and 17/2020 dated 8th April 2020 and 13th April 2020, General Circular No. 19/2021 and General Circular No. 20/2021 dated 08th December 2021 respectively issued by the Ministry of Corporate Affairs (MCA) the Company is

pleased to offer e-voting facility to its Members holding equity shares as on 23rd September, 2022 being the cut-off date, to exercise their right to vote electronically on the above resolution.

24. Due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation, 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 23rd September, 2022.

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 03rd October, 2022 and will also be displayed on the Company website <https://wewinlimited.com/investor-relations/#> and will be intimated to the Stock Exchanges where the shares of the Company are listed 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, 206-207, 2nd Floor, Corporate Zone, C-21 Mall, Hoshangabad Road, Misrod, Bhopal, Madhya Pradesh 462047, India, Email Id: cs@wewinlimited.com, Phone number – +91 0755-4278897.
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 27th September, 2022 at 9:00 a.m. and will end on 29th September, 2022 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, 30th day of September, 2022.

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	<p>1. Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nSDL.com either on a personal computer or on a mobile. On the e- Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is</p>

	<p>available at https://eservices.nsd.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 on New System Myeasi.</p> <p>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 the remote e-Voting period.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>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.</p>
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<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 LI IPL: <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	Members facing any technical issue in login can contact NSDL helpdesk by

holding securities in demat mode with NSDL	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>

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

Place: Bhopal
Dated: 02/09/2022

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. Rajiv Singh (DIN: 02245630)	
Date of Birth	19/12/1957	
Age	65 years approx.	
Qualification	MBA, Post Graduate in History and Post Graduate Diploma in Mass Communication from Banaras Hindu University	
Expertise in Functional Area	Business	
Experience	More than 35 years experience of the similar field /business in which the Company is engaged	
Terms and Conditions of Appointment / Re-appointment	NA	
Remuneration sought to be paid	NA	
Remuneration last drawn	NA	
Date of first appointment on the Board	14/12/2020	
Shareholding in the Company	NA	
Relationship with other Directors, Managers and other key Managerial Personnel of the Company	No Relation	
No. of Meetings of the Board attended during the year	02	
List of other Companies in which Directorships held	1. Green Feullage Private Limited 2. Textit Private Limited	
List of Membership / Chairmanship in Committees of the Board of the Company	Chairmanship	Membership
	Nil	Nil
List of Membership / Chairmanship in Committees of the Board of Other Companies	Chairmanship	Membership
	Nil	Nil
Shareholding of Non-executive Directors of the Company	Nil	

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 03: (Separate 180 1(c))

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors shall not borrow money in excess of the company's paid up share capital and free reserves apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the company accorded by way of a special resolution. It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No.03 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company.

Approval of members is being sought to borrow money upto Rs. 400Crores (Rupees Four hundred crores) in excess of the aggregate of the paid up share capital and free reserves of the Company and create mortgage or otherwise deal with the assets of the Company for the purpose to borrow funds.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 03.

Accordingly, the Board recommends the resolutions set out as item no. 03 of the notice of AGM as special resolutions for the approval by the shareholders of the Company.

Item No. 04:

Pursuant to the provisions of Section 20 of the Companies Act, 2013 ('the Act') and the Rules made thereunder, a document may be served on a Member of the Company by sending the same to him by post or by registered post or by speed post or by courier or by delivering it at his office or address, or by such electronic or other mode as may be prescribed. However, proviso to sub-section (2) of Section 20 of the Act states that a Member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the company at its Annual General Meeting ('AGM').

Further, listed companies are required to send financial statements:

- (a) by electronic mode to such members whose shareholding is in Demat form and whose E-mail IDs are registered with Depository for communication purposes;
- (b) where Shareholding is held otherwise than by Demat form, to such members who have positively consented in writing for receiving by electronic mode; and
- (c) by dispatch of physical copies through any recognised mode of delivery as specified under section 20 of the Act, in all other cases.

Accordingly, consent of the members is sought for passing the Special Resolution as set out in Item No. 04 of the Notice relating to serving the documents including financial statements to the members of the Company in a requested mode.

In view of this, the Board of Directors recommends the resolution as set out in Item No. 04 of the Notice for approval by the Members of the Company by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 05:

The objective of We Win Limited ESOP 2022 is to reward the employees for their association and performance, to motivate them to contribute to the growth and profitability of the Company and to attract new talent. The Company views Employee Stock Options as an instrument that would enable the Employees to share the value he/she creates for the Company in the years to come.

With the above objective and based on the recommendation of the Nomination Remuneration and Compensation Committee of the Company and subject to approval of the Shareholders of the

Company, the Board of Directors of the Company pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Share Capital and Debenture) Rules, 2014 and other applicable laws, at their meeting held on 02nd September 2022 approved the We Win Limited ESOP 2022 scheme. The We Win Limited ESOP 2022 has been formulated in accordance with the applicable laws.

The We Win Limited ESOP 2022 Scheme will be implemented directly and administered by the Nomination Remuneration and Compensation ("NRC") Committee of the Company.

The salient features of We Win Limited ESOP 2022 are set out as per SEBI Circular and are as under:

(a) Brief description of the scheme:

The proposed Scheme seeks to reward eligible employees by way of granting options, which when exercisable results in equivalent equity shares of the Company, with a view to reward the employees for their association and performance, to motivate them to contribute to the growth and profitability of the Company and to attract new talent.

The Company shall issue options to the eligible employees, which may be accepted by them within the grant period. Upon acceptance of the offer, the eligible employees shall be required to satisfy the vesting conditions specified in the We Win Limited ESOP 2022 and make payment of the exercise price and applicable taxes within the exercise period. The Nomination and Remuneration Committee or any other empowered committee of the Board of Directors of the Company, as constituted or reconstituted, shall act as the Compensation Committee ("Committee") for the superintendence and undertaking the general administration of the Scheme. All questions of interpretation of the Scheme shall be determined by the Board and such determination shall be final and binding upon all persons having an interest in the Scheme.

(b) Total number of employee stock options to be granted:

A total of 6,00,000 (Six Lakhs) employee stock options would be available for being granted to eligible employees of the Company under We Win Limited ESOP 2022 in one or more tranches, which in aggregate shall be exercisable into not more than 60,00,000 (Sixty Lakhs) equity shares of the Company. Each employee stock option when exercised would be converted into one equity share of the face value of Rs. 10/- each fully paid-up. Employee stock options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the eligible employees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled options as per We Win Limited ESOP 2022.

In case of any corporate action (s) including but not limited to rights issues, bonus issues, merger, de- merger, sale of division and others, a fair and reasonable adjustment will be made to the employee stock options granted, adjusting the number and price of the employee stock options such that the total value of the employee stock options in the hands of the employee stock option grantee remains the same after such corporate action, and allowing the vesting period and life of the employee stock options to be unaltered as far as possible to protect the rights of the employee who is granted such options.

(c) Identification of classes of employees entitled to participate in the scheme:

The following classes of employees are eligible to participate in We Win Limited ESOP 2022 as per SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021:

- a. an employee as designated by the company, who is exclusively working in India or outside India; or
- b. director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- c. an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or associate company, in India or outside India, but does not include—

- (i) an employee who is a promoter or a person belonging to the promoter group; or
- (ii) director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company.

(d) Requirements of vesting and period of vesting:

The vesting period of employee stock options granted shall be a maximum of five years and shall not be less than one year. The exact proportion in which and the exact period over which the employee stock options would vest would be determined by the Board, subject to the minimum vesting period of one year from the date of grant of employee stock options. The specific vesting schedule and vesting conditions subject to which vesting will take place will be outlined in the grant letter issued to each employee stock option grantee.

(e) The maximum period within which the options shall be vested:

The employee stock options granted shall vest not later than five years from the date of grant of such employee stock options.

(f) Exercise price or pricing formula:

The exercise price per employee stock option shall be such as may be determined by the Nomination and Remuneration Committee which shall not be lesser than the face value of an equity share of the Company and not more than the 'market price' (that is, latest available closing price on a recognized stock exchange, having highest trading volume, on which the equity shares of the Company are listed) of the equity shares at the time of grant.

The specific exercise price will be intimated to the employee stock option grantees in their respective grant letters.

(g) Exercise period and the process of exercise:

The vested options shall be exercisable by the employees by submitting an application to the Board/Committee expressing his/her desire to exercise such vested options in such manner and in such format as may be prescribed by the Committee. The employee can exercise stock options either in full or in tranches by making full payment of exercise price and applicable taxes (if any). The vested options shall lapse if not exercised within the specified exercise period.

Eligible Employees will be permitted to exercise vested options on and from the date of vesting of the options for an exercise period as may be determined by the Committee and set out in the Grant letter. However, in no event shall the Exercise Period exceed a period of 3 (Three) years from the Vesting Date.

(h) Appraisal process for determining the eligibility of the employees for the scheme:

The options shall be granted to the specific employees and their eligibility criteria would be decided by the Board at its own discretion, based on the criteria such as role/designation of the employee, date of joining of the Eligible Employee with the Company, performance evaluation, current compensation, future potential and/or such other criteria that may be determined by the board at its sole discretion.

(i) Maximum number of options to be issued per employee and in aggregate:

The maximum number of Options that may be granted to each Employee shall vary depending upon the designation and the appraisal/assessment process, and shall be decided by the Nomination and Remuneration Committee, however the maximum number of options that may be granted shall not exceed 1% of the issued capital of the Company at the time of grant of options unless otherwise approved by the shareholders. The Nomination and Remuneration Committee reserves the right to decide the number of Options to be granted and the maximum number of options that can be granted to each employee within this ceiling.

(j) Maximum quantum of benefits to be provided per employee under the scheme:

The Scheme does not contemplate any benefit other than allowing eligible employee to receive equity Shares of the Company upon exercise of options. In this context, the maximum benefit shall be the maximum number of Shares that can be offered as stated above.

(k) Whether the scheme is to be implemented and administered directly by the Company or through a Trust:

We Win Limited ESOP 2022 shall be implemented directly by the Company through the Nomination and Remuneration Committee of the Company as permissible under the SEBI Regulations.

(l) Whether the scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both:

We Win Limited ESOP 2022 involves new issue of the shares of the Company.

(m) The amount of loan to be provided for implementation of the scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc:

Not Applicable as We Win Limited ESOP 2022 involves new issue of the shares of the Company.

(n) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the scheme:

Not applicable.

(o) Accounting Policies and disclosures:

As specified in Regulation 15 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations 2021, the Company shall conform with the requirements of the 'Guidance Note on Accounting for employee share-based Payments' and shall follow the requirements including the disclosure requirements of the Accounting Standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013.

(p) Method of option valuation:

The Company shall adopt fair value method for valuation of the employee stock options as prescribed under guidance note or under any relevant accounting standard notified by appropriate authorities from time to time.

(q) Lock-in period:

The Shares arising out of exercise of vested options may be subject to a lock-in period, which shall be determined by the Committee and set out in the Grant Letter.

(r) Terms & conditions for buyback, if any, of specified securities:

The Nomination & Remuneration Committee has the powers to specify the procedure and other terms and conditions for buy-back of Options granted, if to be undertaken at any time by the Company, in compliance with applicable laws.

(s) The conditions under which option vested in employees may lapse:

The vested options shall lapse in case of termination of employment due to the following: (i) convicted of an offence involving moral turpitude or that disentitles the eligible employee from being an employee in accordance with the Company's policies and/or applicable law; or (ii) commission of fraud, misappropriation or embezzlement by an employee; (iii) wilful dishonesty, gross misconduct;

(iv) abandonment of employment by the employee; (v) termination of employment of the employee by the Company for reasons relating to performance of such employee; and/or (vi) any other action(s) that, in view of the Board is disruptive or detrimental to the functioning of the Company. Further, irrespective of employment status, in case vested options are not exercised within the prescribed exercise period, then such vested options shall lapse.

Events	Vested Options	Unvested Options
Termination of employment due to cause as specified above.	All the Vested Options at the time of such termination shall stand cancelled with effect from the date of such termination.	All Unvested Options on the date of termination shall stand cancelled with effect from the date of termination.
Resignation or/ termination (other than due to cause as specified above)	All Vested Options as on date of termination shall be exercisable by the Employee within the period of 15 days from his/her termination. All Vested Options as on date of submission of resignation shall be exercisable by the Employee before his last working day with the Company, subject to the Employee signing a release letter issued by the Company (In a form acceptable to the Company).	All Unvested Options on the date of submission of resignation/ termination, shall stand cancelled with effect from the date of resignation/ termination.
Death	All Vested Options may be exercised by the Option Grantee's nominee or legal heirs within a period of three months from the date of death of the Employee.	All the Unvested Options as on the date of death shall immediately vest with the deceased employee's nominee or legal heirs, immediately on the date of death. Such options can be exercised by the Option Grantee's nominee or legal heirs within a period of three months from the date of death of employee.
Termination due to Permanent Disability	All Vested Options may be Exercised by the Option Grantee within a period of three months from the date of such disability.	All the Unvested Options as on the date of termination due to Permanent Disability of Option Grantee shall vest with the Option Grantee, immediately on the date of termination due to Permanent Disability. Such options can be exercised by the Option Grantee within a period of three months from the date of termination due to permanent disability.

(t) Listing:

The shares allotted pursuant to the exercise of the stock options under ESOP 2022, shall be listed on BSE Limited and National Stock Exchange of India Limited.

Pursuant to Section 62 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 6 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations 2021, approval of the shareholders by way of special resolution is required for issue of employee stock options to the employees of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 05 of the Notice, except to the extent of their respective shareholding, if any in the Company or the equity shares that may be offered to them under ESOP 2022.

A copy of the Scheme is available for inspection electronically during official hours on all working days till the conclusion of voting.

Place: Bhopal
Dated: 02/09/2022

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)

15th Annual General Meeting, Date 30th September, 2022

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 15th Annual General Meeting of the Company being held on Friday, the 30th day of September, 2022 at 04:00 PM 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)/ Proxy holder 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 (M.P.) - 462047**

Name of the Member(s):
Registered address:
E-mail Id:
Folio No/ Client 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 15th Annual General Meeting of the Company, to be held on Friday, the 30th day of September, 2022 at 04:00 P.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;

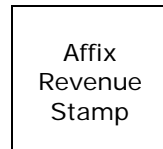
Special Business:

Item No. 03: Borrowing Powers of the company and creation of Charge/Providing of Security;

Item No. 04: Approval to deliver document through a particular mode as may be sought by the member;

Item No. 05: Approve the Employee Stock Option Scheme i.e. "We Win Limited ESOP 2022";

Signed this day of..... 2022
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)

