



WWL/CS/2021/032

Date: 18<sup>th</sup> February, 2021

To,  
The General Manager,  
**National Stock Exchange of India Limited**  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra- Kurla Complex, Bandra (E)  
Mumbai-400051

Symbol: **WEWIN**

**Sub: - Submission of Notice of Postal Ballot.**

Dear Sir/Madam,

Please find enclosed herewith copy of the Notice of Postal Ballot of the company dated 18<sup>th</sup> February 2021 seeking approval of the members of the company through Postal Ballot for the resolutions as mentioned in the notice of Postal Ballot.

Due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form only and express its inability to dispatch hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the members for this Postal Ballot.

Further the company has provided remote e-voting facility only and has engaged the services of Link Intime India Private Limited ("LI IPL") to provide remote e-voting facility to the Members of the company.

Kindly take the same on your records.

Thanking you,  
Yours faithfully,

**For We Win Limited**  
(Formerly Surevin BPO Services Limited)



  
Ashish Soni

Company Secretary & Compliance Officer

Encl: As above

**We Win Limited**

(Formerly Surevin BPO Services Ltd.)

(CIN: L74999MP2007PLC019623)

206-207, 2nd Floor, Corporate Zone C-21 Mall,  
Hoshangabad Road, Misrod,  
Bhopal - 462047, Madhya Pradesh, India  
Phone: +91 755 4278897, Email: info@we-win.co.in



**WE WIN LIMITED**

(Formerly Surevin BPO Services Limited)

(CIN: L74999MP2007PLC019623)

**Registered Office:** 206-207, 2nd Floor, Corporate Zone, C-21 Mall, Hoshangabad Road,  
Misrod Bhopal, Bhopal, MP- 462047- India

**Tel No.:** 0755 4278897

**E-mail:** [cs@wewinlimited.com](mailto:cs@wewinlimited.com) **Website:** [www.wewinlimited.com](http://www.wewinlimited.com)

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**NOTICE OF POSTAL BALLOT**

*[Pursuant to Section 110 of the Companies Act, 2013, read with the Rule 22 of the Companies (Management and Administration Rules, 2014)]*

To

All Members,

**WE WIN LIMITED**

(Formerly Surevin BPO Services Limited)

**NOTICE** is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), General Circular No. 20/2020, 14/2020, 17/2020, 33/2020 and 39/2020 dated 5th May, 2020, 8th April, 2020, 13th April, 2020, 28th September 2020 and 31st December, 2020 respectively, to transact the below mentioned proposed special businesses by the members of the We Win Limited (Formerly Surevin BPO Services Limited) ("the Company") by passing resolutions through postal ballot ("Postal Ballot") only through remote e-voting.

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs, Government of India (the "MCA") in terms of the MCA Circulars, has advised the companies to take all decisions requiring members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot up to June 30, 2021, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to

the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company now propose to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolution is also annexed.

You are requested to peruse the proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

### **SPECIAL BUSINESS:**

#### **Item No. 1 – To increase the Authorized Share Capital of the Company and consequent amendment to Memorandum of Association of the Company**

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

**RESOLVED THAT** pursuant to provisions of Sections 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (“the Act”) as amended, read with the rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the provisions of Memorandum and Articles of Association of the Company, consent of the members of the company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 3,50,00,000/- (Rupees Three Crore Fifty Lakhs only) divided into 35,00,000 (Thirty-Five Lakhs) Equity Shares of face value Rs. 10/- each to Rs. 11,00,00,000/- (Rupees Eleven Crore only) divided into 1,10,00,000 (One Crore Ten Lakhs only) Equity Shares of face value Rs. 10/- each by increasing of 75,00,000 (Seventy-Five Lakhs) Equity Shares of face value Rs. 10/- each ranking pari-passu in all respect with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause V of the Memorandum of Association be substituted and shall be read as following Clause:

**V. The Authorized Share Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of face value Rs. 10/- each.**

**RESOLVED FURTHER THAT** any Directors of the Company be and are hereby authorized to sign such forms/returns and various documents as may be required to execute and submit to the Concerned Registrar of Companies (ROC) or such other authorities and to do all such acts, deeds and things which may be necessary to give effect to the above said resolution.”

#### **Item No. 2 – Issue of Bonus Shares**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions of regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, the provisions of Article 61 of the Articles of Association of the Company, and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall be deemed to include a Committee of Directors or officer(s) of the Company duly authorized in this behalf), and subject to such approvals as may be required in this regard, approval of the Members be and is hereby accorded to the Board for capitalization of Rs. 6,77,40,000 out of the free reserves created out of profits (i.e. P&L reserve) and the securities premium account of the Company for the purpose of issuance of bonus shares to the shareholders of the Company, whose names appear in the Register of Members maintained by the Company/ List of Beneficial Owners of the Depositories as on the record date to be determined by the Board in proportion of 2:1 i.e 2 (Two) equity shares of nominal value ₹ 10/- (Rupees Ten Only) each for every 1 (One) equity share of nominal value of ₹ 10/- (Rupees Ten Only) each.

**RESOLVED FURTHER THAT** the Bonus shares so distributed shall, for all purposes, be treated as an increase in the nominal amount in the Capital of the Company held by each such member, and not as income or distribution in lieu of dividend.

**RESOLVED FURTHER THAT** no letter of allotment shall be issued to the allottees of the bonus equity shares and that in the case of members who hold the equity shares in dematerialized form as on the record date, the bonus shares shall be credited to the respective beneficiary accounts of the members with their respective depository participants and in the case of members who hold equity shares in physical form as on the record date, the share certificates in respect of the bonus shares shall be dispatched, within the prescribed period.

**RESOLVED FURTHER THAT** the New Equity Shares of Rs. 10/- each to be allotted as Bonus Shares shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the fully paid up equity shares of the Company as existing on the record date as may be fixed in this regard by the Board.

**RESOLVED FURTHER THAT** the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Overseas Citizen of India, Foreign Nationals, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs) and other foreign investors of the Company will be subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or any other applicable laws for the time being in force.

**RESOLVED FURTHER THAT** for the purposes of giving effect to the bonus issue of equity shares as resolved hereinbefore, the issuance of equity shares or securities representing the same, the Board and other designated officers of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation to file any documents with the Securities and Exchange Board of India, Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/

or concerned authorities, applying and seeking necessary listing approvals from the Stock Exchange(s), and to settle any question, difficulty or doubt that may arise in regard thereto.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and determine all other terms and conditions of the issue of bonus equity shares as the Board may in its absolute discretion deem fit.”

**Item No. 3 – Appointment/Regularization of Mr. Rajiv Singh (DIN: 02245630) as a Director (Non Executive & Non Independent) of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactment(s) thereof, for the time being in force, Mr. Rajiv Singh (DIN: 02245630) who was appointed as an Additional Director (Non Executive & Non Independent) of the company with effect from 14<sup>th</sup> December, 2020 by the Board of Directors of the Company pursuant to Section 161 of the Companies Act, 2013 and Article of Association of the Company and in respect of whom the Company has received a notice in writing from a Member u/s 160 of the Companies Act, 2013 proposing his candidature for appointment as Director of the Company, be and is hereby appointed as Director of the Company.”

By order of the Board of Directors  
**For We Win Limited**  
(Formerly Surevin BPO Services Limited)

**Sd/-**

**Ashish Soni**

Company Secretary & Compliance Officer

**Date: February 18, 2021**

Place: Bhopal

**Notes:**

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating in respect of the aforesaid items set out in the Notice is annexed hereto.
2. The Board of Directors has appointed Mr. S.M. Ashraf, Partner of M/s. ASA & Associates, Practicing Company Secretary, as a Scrutinizer to scrutinize the e-voting in a fair and transparent manner.

3. The Postal Ballot Notice is being sent to /published/displayed for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on February 12, 2021 in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India’s General Circular No. 17/2020 dated April 13, 2020.
4. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the ‘Listing Regulations’) as amended from time to time, Company is pleased to offer remote e-voting facility to all the members of the Company. The Company has appointed Link Intime India Private Limited (hereinafter referred to as “LI IPL”) for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the “Remote e-voting”).
5. Due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form only and express its inability to dispatch hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the members for this Postal Ballot. 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 Postal Ballot 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 [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) Member(s) may also intimate the same to the Company by writing an email at [cs@wewinlimited.com](mailto: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 Postal Ballot. In case of any queries, member may write to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or [cs@wewinlimited.com](mailto: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. [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in), by following due procedure.



6. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. March 21, 2021 in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.
7. A member cannot exercise his vote by proxy on Postal Ballot.
8. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Madhya Pradesh.
9. A person whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. February 12, 2021 only shall be entitled to avail the facility of e-voting.
10. 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 LIPL. The instructions for electronic voting are given in this Notice. **E-Voting will commence on February 20, 2021 at 9:00 a.m. and will end on March 21, 2021 at 5:00 p.m.** E-Voting shall not be allowed beyond the said time and date.
11. The Scrutinizer shall after the receipt of assent or dissent of the Members on or before March 21, 2021, shall, after the completion of his Scrutiny, submit his report to the Chairman of the Company on March 22, 2021. The Result shall be announced by the Chairman of the Company on March 22, 2021 at Company's Registered Office and the resolution will be taken as passed effectively on the last date on which the company received duly completed postal ballot form as per SS-2 issued by ICSI i.e. March 21, 2021 will be taken to be date of passing the resolution
12. The results of the postal ballot will be placed on the Company’s website at [www.wewinlimited.com](http://www.wewinlimited.com) and also intimated to the Stock Exchanges where the shares of the Company are listed i.e. NSE Emerge in accordance with the provisions of SEBI Listing Regulations.

## **VOTING THROUGH ELECTRONIC MEANS**

### **(A) Remote e-Voting Instructions for shareholders are as under:**

The Company has made arrangements with Link Intime India Private Limited (‘LIPL’) for facilitating e-voting for Postal Ballot process. The instructions to Members for voting electronically are as under:

The voting period (including e-voting) begins on February 20, 2021 at 9.00 a.m. and ends on March 21, 2021 at 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of

February 12, 2021 may cast their vote electronically. The e-voting module shall be disabled by for voting thereafter.

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on “Login” tab, available under ‘Shareholders’ section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
4. Your User ID details are given below:
  - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
  - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (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).

	<b>For Shareholders holding shares in Demat Form or Physical Form</b>
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.</li> </ul>
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> <li>• Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv)</li> </ul>



If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address; Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

#### ❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
7. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.  
Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.

8. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.

9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorized representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- 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 [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in) or Call us :- **Tel : 022 - 49186000**.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:**

**Item No 1: To Increase The Authorized Share Capital Of The Company And Consequent amendment to Memorandum of Association of the Company**

The current Authorized Share Capital of the Company is Rs. 3,50,00,000 (Rupees Three Crore Fifty Lakhs only) divided into 35,00,000 (Thirty-Five Lakhs) equity shares of Rs. 10 (Rupee Ten only) each.

The issue of bonus shares as set out in Item No.2 of the Notice would require increase in the Authorized Share Capital of the Company and the consequential alteration to the existing Clause V of the Memorandum of Association of the Company. The Board of Directors in its meeting held on February 18, 2021 has proposed to increase the Authorized Share Capital to Rs. 11,00,00,000 (Rupees Eleven Crore only) divided into 1,10,00,000 (One Crore Ten Lakhs only) equity shares of Rs. 10 (Rupee Ten only) each to accommodate the issue of bonus shares.

Pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the increase in Authorized Share Capital and the alteration of the Memorandum of Association of the Company requires the approval of the Members of the company by way of passing an Ordinary Resolution to that effect.

Accordingly, the Board recommends the resolutions set out in Item No. 1 of the Notice for increasing the authorized share capital for the approval of the members of the Company.

A copy of the Memorandum of Association together with proposed alteration is available for inspection at the registered office of the company on any working day during the usual business hours up to the date of declaration of results of the Notice of EGM.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in Item No. 1 of this Notice

## **Item No 2: Issue Of Bonus Shares**

The Equity Shares of your Company is listed and actively traded on NSE Emerge platform. Over the years, the Company has performed significantly both in terms of revenue and profit. The Directors have created free reserves to a considerable extent out of its distributable profits and the balance in reserves and surplus as on March 31, 2020 stands at Rs.14.12 crores.

Presently, the paid up share capital of the Company is Rs. 3,38,70,000 divided into 33,87,000 equity shares of Rs. 10 each. With a view to share a part of the Company's free reserves, Board of Directors has recommended issue of bonus shares in the ratio of 2:1, i.e. two shares for every one shares held by the shareholders, subject to their approval.

An amount of Rs6,77,40,000 from the free reserves created out of profits (i.e. P&L reserve) and the securities premium account will be capitalized for the issue of bonus shares in the ratio of 2:1. After the bonus issue, the paid-up share capital would increase to Rs.10,16,10,000. The proposal for capitalization of the said reserves and issue of bonus shares is now placed for consideration and approval of the members.

The Record Date for determining the eligibility of the shareholders to receive the said bonus shares will be fixed by the Board. The Board of Directors recommend for approval of members the capitalization of reserves and issue of bonus shares as proposed.

The Bonus Shares on allotment shall rank pari-passu with existing equity shares of the Company and the Bonus shares are entitled for dividend declared after allotment of shares. The proposed bonus shares are not in lieu of Dividend.

Accordingly, the Board recommends the resolutions set out in Item No. 2 of the Notice for issue of bonus shares for the approval of the members of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in Item No. 2 of this Notice.

**Item No. 3 – Appointment/Regularization of Mr. Rajiv Singh (DIN: 02245630) as a Director (Non Executive & Non Independent) of the Company**

Mr. Rajiv Singh (DIN: 02245630) was appointed as an Additional Director (Non Executive & Non Independent) of the Company w.e.f. 14<sup>th</sup> December, 2020 by the Board of Directors pursuant to section 161 of the Companies Act, 2013 and the Company has received a notice in writing from a Member u/s 160 of the Companies Act, 2013, proposing candidature of Mr. Rajiv Singh (DIN: 02245630) for appointment as a Director of the Company.

Company has also received from Mr. Rajiv Singh (DIN: 02245630): (i) consent in writing in Form DIR-2 in term of provisions of Section 152(2) of the Companies Act 2013, to act as Director; (ii) an intimation in Form DIR-8 in terms of provisions of Section 164(2) of the Companies Act 2013, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013.

Mr. Rajiv Singh (DIN: 02245630) is MBA, Post Graduate in History and Post Graduate Diploma in Mass Communication from Banaras Hindu University and having 30 years of experience in Digital, Broadcast, Print, Content area. The Board Considers that his appointment would be in the interest of the company and it is desirable to avail services of Mr. Rajiv Singh (DIN: 02245630) as a Director. Accordingly, the Board recommends passing of Resolution as set out in Item No. 3, as an Ordinary Resolution.

Except Mr. Rajiv Singh (DIN: 02245630), None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution. The Directors may be considered interested to the extent of their shareholding in the company.

By order of the Board of Directors  
**For We Win Limited**  
(Formerly Surevin BPO Services Limited)

**Date: February 18, 2021**  
Place: Bhopal

**Sd/-**  
**Ashish Soni**  
Company Secretary & Compliance Officer

**Relevant details as stipulated under Regulation 36(3) of SEBI (LODR), 2015 and Secretarial Standard on General Meetings (“SS-2”) issued by Institute of Company Secretaries of India, in respect of directors seeking appointment/ reappointment as director under Resolution No. 3, is as under:**

<b>Name of the Director</b>	Mr. Rajiv Singh (DIN: 02245630)
Date of Birth	19/12/1957
Age	63 years approx.
Qualification	MBA, Post Graduate in History and Post Graduate Diploma in Mass Communication from Banaras Hindu University
Expertise in Functional Areas	Rich experience in Digital, Broadcast, Print & Content area etc.
Experience	<p>He possesses 30 year’s exposure and has served as Executive Director and Chief Operating Officer, Zee Media with 14 news channels and 12 Digital Businesses, and is credited to have launched India’s first global English News Channel WION under his tenure.</p> <p>His work has transcended on Digital, Broadcast, Print, Content spread across India, South East Asia, and MENA.</p> <p>Besides Zee, he has long successful stints in Times of India, Hindustan Times, Reliance Jio, Khaleej Times (Dubai) exponential Interactive (USA).</p>
Terms and Conditions of Appointment / Re-appointment	As per Resolution
Remuneration sought to be paid	He shall be entitled to sitting fees as decided by the Board of Directors from time to time.
Remuneration last drawn	NA
Date of first appointment on the Board	14 <sup>th</sup> December 2020
Shareholding in the Company	NIL
Relationship with other Directors, Managers and other key Managerial Personnel of the Company	Not related to any Director, Manager or other Key Managerial Personnel of the Company.
No. of Meetings of the Board attended during the year.	NIL
List of other Companies in which Directorships held	<ol style="list-style-type: none"> <li>1. Green Feuillage Private Limited</li> <li>2. Texit Private Limited</li> </ol>

List of Membership / Chairmanship in Committees of the Board of the Company	<b>Chairmanship</b>	<b>Membership</b>
	Nil	Nil
List of Membership / Chairmanship in Committees of the Board of Other Companies	<b>Chairmanship</b>	<b>Membership</b>
	Nil	Nil
Shareholding of Non-executive Directors of the Company	Not Applicable	