

General information about company

Scrip code	512022
NSE Symbol	
MSEI Symbol	
ISIN	INE837E01019
Name of the entity	WINRO COMMERCIAL (INDIA) LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Half Yearly
Date of Report	30-09-2023
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Annexure I**Annexure I to be submitted by listed entity on quarterly basis****I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson Yes

Whether Chairperson is related to MD or CEO No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	HETAL RAJNIKANT KHALPADA	ANJPK4588K	00055823	Non-Executive - Non Independent Director	Chairperson		13-10-1979
2	Mrs	VAISHALI RAJESH DHURI	AGUPD2000R	03607657	Non-Executive - Non Independent Director	Not Applicable		10-12-1970
3	Mr	SANDEEP KUMAR KEJARIWAL	AAFPK1431N	00053755	Non-Executive - Non Independent Director	Not Applicable		09-01-1964
4	Mr	KETAN NATVARLAL DESAI	AFIPD9545C	07092422	Non-Executive - Independent Director	Not Applicable		28-12-1966
5	Mr	VALLABH PRASAD BIYANI	ACAPB6819N	00043358	Non-Executive - Independent Director	Not Applicable		31-03-1949
6	Mrs	RUPAL VORA	ADJPV9076D	07096253	Non-Executive - Independent Director	Not Applicable		24-06-1963

I. Composition of Board of Directors

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active

I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	NA		12-11-2018	11-12-2018			2	0	3	0		
2	NA		07-08-2014	13-09-2014			1	0	1	0		
3	NA		12-08-2020	16-12-2020			2	0	1	0		
4	NA		13-02-2015	12-02-2020		103.17	2	2	3	2		
5	Yes	17-03-2023	12-08-2020	16-12-2020		37.18	3	3	4	0		
6	NA		14-02-2022	08-05-2022		19.16	6	6	9	5		

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07096253	RUPAL VORA	Non-Executive - Independent Director	Chairperson	14-02-2022		
2	07092422	KETAN NATVARLAL DESAI	Non-Executive - Independent Director	Member	20-03-2015		
3	00055823	HETAL RAJNIKANT KHALPADA	Non-Executive - Non Independent Director	Member	12-08-2021		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00043358	VALLABH PRASAD BIYANI	Non-Executive - Independent Director	Chairperson	14-02-2022		
2	07092422	KETAN NATVARLAL DESAI	Non-Executive - Independent Director	Member	13-02-2015		
3	00055823	HETAL RAJNIKANT KHALPADA	Non-Executive - Non Independent Director	Member	12-11-2018	20-07-2023	
4	00053755	SANDEEP KUMAR KEJARIWAL	Non-Executive - Non Independent Director	Member	20-07-2023		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07092422	KETAN NATVARLAL DESAI	Non-Executive - Independent Director	Chairperson	13-02-2015		
2	03607657	VAISHALI RAJESH DHURI	Non-Executive - Non Independent Director	Member	07-08-2014		
3	00055823	HETAL RAJNIKANT KHALPADA	Non-Executive - Non Independent Director	Member	12-11-2018	20-07-2023	
4	00053755	SANDEEP KUMAR KEJARIWAL	Non-Executive - Non Independent Director	Member	20-07-2023		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00055823	HETAL RAJNIKANT KHALPADA	Non-Executive - Non Independent Director	Chairperson	12-11-2018		
2	03607657	VAISHALI RAJESH DHURI	Non-Executive - Non Independent Director	Member	15-12-2014		
3	00043358	VALLABH PRASAD BIYANI	Non-Executive - Independent Director	Member	14-02-2022		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	99999999	MITHUN SONI	Asset Liability Management Committee	Member	Chairperson	Textual Information(1)
2	07092422	KETAN NATVARLAL DESAI	Asset Liability Management Committee	Non-Executive - Independent Director	Member	
3	03607657	VAISHALI RAJESH DHURI	Asset Liability Management Committee	Non-Executive - Non Independent Director	Member	
4	00055823	HETAL RAJNIKANT KHALPADA	Asset Liability Management Committee	Non-Executive - Non Independent Director	Member	
5	00055823	HETAL RAJNIKANT KHALPADA	Risk Management Committee	Non-Executive - Non Independent Director	Chairperson	
6	07096253	RUPAL VORA	Risk Management Committee	Non-Executive - Independent Director	Member	Textual Information(2)
7	00053755	SANDEEP KUMAR KEJARIWAL	Risk Management Committee	Non-Executive - Non Independent Director	Member	Textual Information(3)
8	99999999	MITHUN SONI	Risk Management Committee	Member	Member	Textual Information(4)
9	07092422	KETAN NATVARLAL DESAI	IT Strategy Committee	Non-Executive - Independent Director	Chairperson	Textual Information(5)
10	99999999	KAPIL BHAGWAT	IT Strategy Committee	Member	Member	Textual Information(6)

Other Committee Text Block

Textual Information(1)	Mr. Mithun Soni is a CEO of the Company and therefore DIN is not applicable.
Textual Information(2)	Mrs. Rupal Vora was appointed as a member of the Risk Management Committee w.e.f. 20.07.2023. Mr. Ketan Desai resigned as a member of the Risk Management Committee w.e.f. 20.07.2023.
Textual Information(3)	Mr. Sandeep Kumar Kejariwal was appointed as a member of the Risk Management Committee w.e.f. 20.07.2023. Mrs. Vaishali Dhuri resigned as a member of the Risk Management Committee w.e.f. 20.07.2023.
Textual Information(4)	Mr. Mithun Soni apponied as a member of the Risk Management Committee w.e.f. 20.07.2023. He is a CEO of the Company and therefore DIN is not applicable.
Textual Information(5)	It Strategy Committee constituted with following Directors/ Members: 1. Ketan Desai (DIN: 07092422)- Chaiperson- Non Executive Independent Director 2. Kapil Bhagwat (DIN: 99999999)- Member (Sanket Baheti is not a Director there for DIN is not required.) 3. Shamim Ahmed (DIN: 99999999)- Member (Shamim Ahmed is not a Director there for DIN is not required.) The Annexure 1 (II)- Comp. of Committees does not allow us to mention more than 10 entries in Other Committee Details.
Textual Information(6)	Mr. Kapil Bhagwat is not a Director of the Company and therefore DIN is not applicable.

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	26-05-2023				Yes	6	5	2
2		20-07-2023	54		Yes	6	5	2
3		11-08-2023	21		Yes	6	6	3
4		13-09-2023	32		Yes	6	6	3

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	26-05-2023				Yes	3	3	2	0
2	Audit Committee	11-08-2023	76			Yes	3	3	2	0
3	Audit Committee	13-09-2023	32			Yes	3	3	2	0
4	Nomination and remuneration committee	25-05-2023				Yes	3	3	2	0
5	Nomination and remuneration committee	13-09-2023	110			Yes	3	3	2	0
6	Stakeholders Relationship Committee	25-05-2023				Yes	3	3	1	0

Annexure 1

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Stakeholders Relationship Committee	09-08-2023	75			Yes	3	3	1	0
8	Corporate Social Responsibility Committee	25-05-2023				Yes	3	3	1	0
9	Other Committee	25-05-2023		Asset Liability Management Committee		Yes	3	3	1	1
10	Other Committee	09-08-2023	75	Asset Liability Management Committee		Yes	3	3	1	1
11	Other Committee	25-05-2023		Risk Management Committee		Yes	3	3	1	0
12	Other Committee	11-08-2023	77	Risk Management Committee		Yes	3	3	1	1
13	Other Committee	26-07-2023		IT Strategy Committee		Yes	1	1	1	2

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Jitendra Parihar
2	Designation	Company Secretary and Compliance Officer

Annexure III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
6				

Annexure III

1	Name of signatory	Jitendra Parihar
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	4287700000	120850000	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Shares	318876580	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations	Compliance Status	Company Remarks	
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	Yes	Textual Information(3)	
Name	Ritesh Zaveri		
Designation	CFO		
Place	Mumbai		
Date	19-10-2023		

Details of Cyber security incidence	
--	--

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
--	----

Signatory Details

Name of signatory	Jitendra Parihar
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	19-10-2023

