WINRO COMMERCIAL (INDIA) LTD.

Regd. Off.: 209-210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai-400021.
Tel：40198600 E-mail： winro.investor@gcvl.in, Web:www.winrocommercial.com
CIN：L51226MH1983PLC165499

Date: 31.08.2026

To,
Corporate Relationship Department
BSE Limited
P.J. Towers, 25th Floor, Dalal Street,
Mumbai - 400 001

Ref: BSE Code: 512022

Dear Sir/Madam,

Sub: Notice of the 43rd Annual General Meeting of the Company

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the enclosed copy of notice of the 43rd Annual General Meeting of the Company which is scheduled to be held on Thursday, 24th September, 2026.

The Notice of the Annual General Meeting has also been uploaded on the Company's website viz. https://www.winrocommercial.com/

Further, in compliance with Regulation 36(1)(b) of the SEBI Listing Regulations, a written communication is being sent to the members whose e-mail addresses are not registered, providing them with the web link (along with the exact path and QR Code) to access the Notice of Annual General Meeting & Annual Report on the website of the Company.

You are requested to kindly acknowledge receipt of the same.

Thanking You,

For Winro Commercial (India) Limited

RITESH VIJAY ZAVERI

Digitally signed by RITESH VIJAY ZAVERI
Date: 2026.08.31 17:46:53 +05'30'

Ritesh Zaveri
Whole Time Director
DIN: 00054741
Encl: As above

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FORTY THIRD ('43RD') ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF WINRO COMMERCIAL (INDIA) LIMITED ('COMPANY') WILL BE HELD ON THURSDAY, 24TH DAY OF SEPTEMBER, 2026 AT 11.30 A.M. THROUGH VIDEO CONFERENCING (VC) FACILITY/OTHER AUDIO VISUAL MEANS (OAVM), TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

   (a) the Audited Standalone Financial Statements of the Company for the year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon; and

   (b) the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2026, together with the Reports of the Auditors thereon.

2. To appoint a Director in place of Mr. Sandeep Kumar Kejariwal (DIN: 00053755), Non-Executive Director who retires by rotation and being eligible, seeks re-appointment.

SPECIAL BUSINESS:

3. Re-appointment of Mrs. Rupal Vora (DIN: 07096253) as a Non-Executive Independent Director of the Company for a second term of five consecutive years.

   To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 ('the Act') read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for the re-appointment of Mrs. Rupal Vora (DIN: 07096253), who holds office as an Independent Director up to February 13, 2027 and who has submitted a declaration that she meets the criteria of independence as prescribed under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, as a Non-Executive Independent Director of the Company for the second term of five consecutive years from February 14, 2027 to February 13, 2032, whose office shall not be liable to retire by rotation;

   RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, and things as may be necessary, proper, expedient or incidental including making necessary intimations/filings, signing all documents, papers or forms for the purpose of giving effect to this resolution."

By order of the Board of Directors
For Winro Commercial (India) Limited

Place: Mumbai
Date: 13th August, 2026

Ritesh Zaveri
Whole Time Director
DIN: 00054741

Registered Office:
209-210, Arcadia Building, 2nd Floor,
195 Nariman Point, Mumbai - 400 021

NOTES:

EXPLANATORY STATEMENT:

1. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), setting out material facts concerning the business under Item No. 3 set out above and details under 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Paragraph 1.2.5 of the Secretarial Standard on General Meetings, in respect of the Director seeking re-appointment at the Annual General Meeting ("AGM" / "Meeting") are annexed hereto.

VIRTUAL MEETING:

2. The Ministry of Corporate Affairs ("MCA") has, vide its General 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated 22nd September, 2025 (MCA Circulars), permitted convening the AGM through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Act read with Rules made thereunder and the Listing Regulations, the 43rd AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company at 209-210, Arcadia Building, 2nd Floor, 195 Nariman Point, Mumbai - 400021.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since 43rd AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 43rd AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

4. As per the provisions under the MCA Circulars, Members attending the 43rd AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

AUTHORISED REPRESENTATIVE:

5. Institutional / Corporate Members are entitled to appoint authorized representatives to attend, participate at the AGM through VC / OAVM and cast their votes through e-voting. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to the Scrutinizer at gandhiofficeinfo@gmail.com and to evoting@nsdl.com.

DISPATCH OF ANNUAL REPORT:

6. In accordance with the circulars issued by MCA and SEBI, the Notice of the 43rd AGM along with the Annual Report for the financial year 2025-2026 is being sent by electronic mode to Members whose e-mail ids are registered with the Company / Registrar & Share Transfer Agent (RTA) or the Depository Participants (DPs).

7. In terms of Section 136 of the Act read with the rules made thereunder, Regulation 36 of the Listing Regulations and in terms of circulars issued by MCA and SEBI, the notice of 43rd AGM along with the annual report, including financial statements, boards' report, etc. are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories unless the Members have requested for a physical copy of the same. Members may note that this Notice and Annual Report 2025-2026 will also be available on the Company's website www.winrocommercial.com and website of BSE Limited at www.bseindia.com and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

8. In compliance with Regulation 36 of the Listing Regulations, the Company is also sending a written communication to Members, who have not yet registered their email addresses, providing the web-link of the exact path, where complete details of Annual Report for financial year 2025-2026 will be available.

PROCESS FOR OBTAINING PHYSICAL COPY OF ANNUAL REPORT:

9. The Company shall send a physical copy of the Annual Report to those Members who request for the same at winro.investor@gcvl.in mentioning their Folio No./ DP id and Client id.

PROCEDURE TO JOIN THE AGM ON NATIONAL SECURITIES DEPOSITORY LIMITED (NSDL) E-VOTING SYSTEM:

10. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of Listing Regulations (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The instructions for participation by Members are given in the subsequent paragraphs. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.

11. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

12. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary User ID and Password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 43rd AGM being held through VC.

13. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.

14. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai- 400083 or may write to the Company at winro.investor@gcvl.in.

15. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to winro.investor@gcvl.in.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT:

17. Further, as required under Regulation 36(3) of the Listing Regulations and the provisions of the Secretarial Standard on General Meetings, details of the directors, who are being appointed/re-appointed are annexed hereto. The Company has received the requisite consents/declarations for the appointment/re-appointment under the Companies Act, 2013 and the rules made thereunder.

SEBI MANDATE ON KYC COMPLIANCE:

18. SEBI vide its Master circular no. SEBI/HO/MIRSD/ MIRSD-PoD/P/CIR/2025/91 dated 23rd June, 2025, has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN and KYC details. Members are requested to submit Form ISR-1 duly filled and signed along with self-attested copy of the PAN card and such other documents as prescribed in the form, to register or update:

    - PAN and KYC details
    - E-mail address to receive communication through electronic means.

    Members are also requested to update their nomination by submitting Form SH-13 or Form ISR-3 for opting out of nomination.

    Communication in this regard has been sent to all physical holders whose folios are not KYC compliant at the latest available address/email-id. Members are once again requested to update their KYC details by submitting the Investor Service Request (ISR) Forms, viz. ISR-1, ISR-2, ISR-3/SH-13, as applicable, duly complete and signed by the registered holder(s) to the Company's RTA.

Further, the aforesaid SEBI Master Circular has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, Members are requested to submit their service requests by submitting a duly filled and signed Form ISR-4 and ISR-5 (in case of transmission). As mandated by SEBI, all such service requests will be processed by the Company/RTA in dematerialized mode only.

The said forms are available on the website of the Company at https://www.winrocommercial.com/investors/sebi-circulars-kyc-forms

To support "Green Initiative", Members who have not registered their e-mail addresses are requested to register the same with M/s. MUFG Intime India Private Limited/ their Depository Participants, in respect of shares held in physical or electronic mode respectively.

19. Loss of Shares: In case of loss/misplacement of share certificates, members should immediately lodge a complaint/FIR with the police and inform the Company's Registrar and Transfer Agent, MUFG Intime India Private Limited for the procedure of obtaining the duplicate share certificates.

20. Nomination Facility: As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, members holding shares in physical form may file nomination in the prescribed Form SH-13 with Company's Registrar and Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.

21. Non-Resident Shareholders: Non-Resident shareholders are requested to immediately notify the following to the Company in respect of shares held in physical form and to their Depository Participant in respect of shares held in dematerialized form:

- Indian address for sending all communications, if not provided so far;
- Change in their residential status on return to India for permanent settlement;
- Particulars of the Bank Account maintained with a bank in India, if not furnished earlier; and
- RBI Permission number with date to facilitate prompt credit of dividend in their Bank Accounts.

22. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

23. Members are requested to send all their documents and communications pertaining to shares to MUFG Intime India Private Limited at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai- 400083, Maharashtra, Telephone: +91-8108118484 for both physical and demat segments of Equity Shares. Please quote on all such correspondence - "Unit – Winro Commercial (India) Limited."

PROCEDURE FOR INSPECTION OF DOCUMENTS:

24. Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, as maintained under the Act will be available for inspection by the Members electronically during the 43rd AGM. Members seeking to inspect such documents can send an email to winro.investor@gcvl.in.

SPEAKER REGISTRATION:

25. Members who would like to express their views or ask questions during the AGM may register themselves as speakers by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at winro.investor@gcvl.in from Thursday, 17th September, 2026, 9:00 A.M. (IST) to Saturday, 19th September, 2026, 5:00 P.M. (IST). A Member who has registered as a speaker will only be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:

26. In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to

vote on resolutions proposed to be considered at the AGM by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by NSDL.

APPOINTMENT OF SCRUTINIZER & E-VOTING RESULTS:

27. Avani Gandhi, Practicing Company Secretary (Membership No. F9220) of M/s. Avani Gandhi & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as voting at the meeting, in a fair and transparent manner.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.winrocommercial.com immediately after the results are declared and the same shall be communicated to BSE Limited where the shares of the Company are listed

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, 20th September, 2026 at 09:00 A.M. and ends on Wednesday, 23rd September, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 17th September, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 17th September, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 hold 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL.	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing User ID and Password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants.	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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: *Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.*

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 140970 then user ID is 140970001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to gandhiofficeinfo@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on Tel no.: 022 48867000 or send a request to Ms. Rimpa Bag at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring User ID and Password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to winro.investor@gcvl.in

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to winro.investor@gcvl.in If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring User ID and Password for e-voting by providing above mentioned documents.

4. In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system.** After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at winro.investor@gcvl.in The same will be replied by the Company suitably.

The Scrutinizer will submit his report to the Chairperson after completion of the scrutiny. The result of the voting on the Resolutions at the Meeting shall be announced by the Chairperson or any other person authorized by him immediately after the results are declared.

The results declared along with the Scrutinizer's report will be displayed on the website of the Company at www.winrocommercial.com and on the website of NSDL immediately after the declaration of the result by the Chairperson or any person authorised by him and communicated to the Stock Exchanges.

By order of the Board of Directors
For Winro Commercial (India) Limited

Place : Mumbai
Date : 13th August, 2026

Ritesh Zaveri
Whole Time Director
DIN: 00054741

Registered Office:
209-210, Arcadia Building, 2nd Floor,
195 Nariman Point, Mumbai - 400 021.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AND SECRETARIAL STANDARD ON GENERAL MEETINGS ("SS-2")

The following Statement sets out all material facts and rationale relating to the business mentioned under Item No. 3 of the accompanying Notice of AGM dated 13th August, 2026:

Item No. 3

The Members of the Company on 08th May, 2022, had appointed Mrs. Rupal Vora (DIN: 07096253) as the Non-Executive Independent Director of the Company for the first term of five years from 14th February, 2022 to 13th February, 2027, whose period of office not liable to retire by rotation, pursuant to the provisions of Section 149 and Schedule IV of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). She is due for retirement from the first term as an independent director on 13th February, 2027.

Pursuant to the provisions of Section 149(10) of the Act, an Independent Director shall be eligible for re-appointment for second term on passing of a special resolution by the Company.

The Nomination & Remuneration Committee ('NRC'), after taking into account the performance evaluation of Mrs. Rupal Vora during her first term of five years and considering her knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board her re-appointment for a second term of five years from 14th February, 2027 to 13th February, 2032.

Brief Profile & Rationale:

Mrs. Rupal Vora, a seasoned legal professional, currently drives strategic financial, legal, regulatory and risk management initiatives, as Director at multiple listed, unlisted and private limited companies, in Mumbai. With over 25 years of experience, she specializes in direct tax consultation and financial planning for various entities, including corporations, partnership firms, trusts, and individuals.

Mrs. Rupal Vora is an alumnus of the University of Mumbai and has a bachelor's in Accounting and Finance from Sydenham College and an L.L.B. from Government Law College. She is a certified Independent Director by IICA and a member of the Bar Council of Maharashtra & Goa, the Income Tax Appellate Tribunal Bar Association.

Her career spans domestic and international exposure, including legal practice under Mr. Y. P. Trivedi and a course in the U.S. taxation. Her expertise and leadership continue to set high standards in the legal and corporate space.

In the opinion of the Board, Mrs. Rupal Vora, fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws/ regulations for the time being in force, to the extent applicable to the Company.

Accordingly pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Listing Regulations, based on the recommendation of the NRC, the Board of Directors of the Company at its meeting held on 13th August, 2026 has approved the re-appointment of Mrs. Rupal Vora as an Non–Executive Independent Director of the Company for the second term of consecutive five years from 14th February, 2027 to 13th February, 2032, subject to the approval of the Members of the Company. During her tenure of appointment, she shall not be liable to retire by rotation as provided under Section 149(13) of the Act.

Mrs. Rupal Vora is not debarred from holding the office of a director by virtue of any Order passed by the SEBI or any other such authority and is not related to any other Director of the Company.

The Company has received notice in writing from a Member of the Company under the provisions of Section 160(1) of the Act as amended by the Companies (Amendment) Act, 2017, proposing the candidature of Mrs. Rupal Vora for the office of Director of the Company. The Company has received consent, declaration of independence and other statutory disclosures under the Act and Listing Regulations from Mrs. Rupal Vora for her re-appointment as the Non–Executive Independent Director of the Company.

A copy of the draft letter for re-appointment of Mrs. Rupal Vora as the Non–Executive Independent Director setting out the terms and conditions is available for inspection without any fee by the members up to the last date of remote e-voting. Members seeking to inspect such documents can send an e-mail to winro.investor@gcvl.in.

The approval of the Members is sought for re-appointment of Mrs. Rupal Vora as the Non–Executive Independent Director of the Company for a second term of five consecutive years with effect from 14th February, 2027 to 13th February, 2032 (both days inclusive), by way of Special Resolution as set out at Item No. 3 of the Notice.

Nature of concern or interest of Directors:

Save and except Mrs. Rupal Vora, being the appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, directly or indirectly, financially or otherwise, in the proposed Resolution except to the extent of their Shareholding, if any, in the Company.

The Board recommends passing of the Special Resolution as set out at Item No. 3 for the approval of the Members.

ADDITIONAL INFORMATION OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT(S) AT THE 43RD AGM PURSUANT TO REGULATION 36 OF THE LISTING REGULATIONS AND CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS:

Name	Mr. Sandeep Kumar Kejariwal	Mrs. Rupal Vora
Date of Birth/ Age	9th January, 1964 / 62 Years	24th June, 1963/ 63 Years
Brief Profile	Mr. Sandeep Kumar Kejariwal is a member of ICAI – Institute of Chartered Accountants of India and he has been serving on the Board of several companies.	Mrs. Rupal Vora, a seasoned legal professional, currently drives strategic financial, legal, regulatory and risk management initiatives as Director at multiple listed, unlisted and private limited companies, in Mumbai. With over 25 years of experience, she specializes in direct tax consultation and financial planning for various entities, including corporations, partnership firms, trusts, and individuals. Mrs. Rupal Vora is an alumnus of the University of Mumbai and has a bachelor's in Accounting and Finance from Sydenham College and an L.L.B. from Government Law College. She is a certified Independent Director by IICA and a member of the Bar Council of Maharashtra & Goa, the Income Tax Appellate Tribunal Bar Association. Her career spans domestic and international exposure, including legal practice under Mr. Y. P. Trivedi and a course in the U.S. taxation. Her expertise and leadership continue to set high standards in the legal and corporate space.
Expertise in specific functional areas	He has over 26 years of experience in the field of compliance, commercials, accounts related matter and dealing in capital markets.	• Direct Tax Advisory & Consultation. • Financial Planning for Corporates, Firms, Trusts, and Individuals. • Legal Advisory & Regulatory Compliance. • Risk Management for Corporate Entities. • Board Governance & Corporate Strategy (Listed and Unlisted Companies). • Litigation and Representation in Tax Matters.

		• International Exposure in U.S. Taxation. • Strategic Legal Counsel for Business Growth.
Name of Companies in which also holds Directorship as on 31st March, 2026	➢ **Listed Entity** • Saraswati Commercial (India) Limited ➢ **Unlisted Entities** • Singularity Holdings Limited • Four Dimensions Securities (India) Limited • Arcies Laboratories Limited • Maxis Plant Private Limited • Sandeep Farming Private Limited • Riverbed Agro Private Limited • Yashvi Farms And Plantation Private Limited • Shriyam Agriculture Private Limited • GTZ Bombay Private Limited • Geecee Business Private Limited • Better Time Realtors Private Limited	➢ **Listed Entity** • Saraswati Commercial (India) Limited • Geecee Ventures Limited • Walchandnagar Industries Limited • Aarti Pharmalabs Limited • Sanathan Textiles Limited ➢ **Unlisted Entities** • Four Dimensions Securities (India) Limited • Extramarks Education India Private Limited • Inox Solar Limited • Runwal Developers Limited • R Mall Developers Private Limited
Date of First Appointment	1st October, 2020	14th February, 2022
Membership / Chairmanship of Committees of other Boards as on 31st March, 2026	Mr. Sandeep Kejariwal is a member/ chairperson of the following committees of other companies: ➢ **Saraswati Commercial (India) Limited** • Nomination & Remuneration Committee - Member • Risk Management Committee - Member • Asset Liability Management Committee - Member • IT Strategy Committee - Member ➢ **Singularity Holdings Limited** • Audit Committee - Member • Asset Liability Management Committee - Member • Corporate Social Responsibility Committee - Member • IT Strategy Committee - Member • Risk Management Committee - Member ➢ **Four Dimensions Securities (India) Limited** • Technology Committee - Chairperson • Nomination & Remuneration Committee - Member	Mrs. Rupal Vora is a member/ chairperson of the following committees of other companies: ➢ **Saraswati Commercial (India) Limited** • Audit Committee - Chairperson • Stakeholders Relationship Committee - Member • Nomination & Remuneration Committee - Member • Corporate Social Responsibility Committee - Member • Asset Liability Management Committee - Member • Risk Management Committee - Member • IT Strategy Committee - Chairperson ➢ **Geecee Ventures Limited** • Audit Committee - Member • Corporate Social Responsibility Committee - Chairperson • Nomination & Remuneration Committee - Chairperson ➢ **Walchandnagar Industries Limited** • Nomination & Remuneration Committee - Member • Corporate Social Responsibility Committee - Chairperson • Audit Committee - Member • Stakeholders Relationship Committee - Chairperson

		➢ **Aarti Pharmalabs Limited** • Stakeholders Relationship Committee - Member ➢ **Sanathan Textiles Limited** • Stakeholders Relationship Committee - Member • Nomination & Remuneration Committee - Member • Corporate Social Responsibility Committee - Member ➢ **Runwal Developers Limited** • Audit Committee - Member • Corporate Social Responsibility Committee - Member • Nomination & Remuneration Committee - Chairperson ➢ **Four Dimensions Securities (India) Limited** • Audit Committee - Chairperson • Corporate Social Responsibility Committee - Chairperson • Nomination & Remuneration Committee - Chairperson
Shares held in the Company (including shareholding as a beneficial owner)	Nil	Nil
Listed entities from which the person has resigned from directorship in the past three years	None	Bombay Cycle And Motor Agency Limited (Completion of Tenure w.e.f. 09th August, 2024)
Relationship with other Directors, Managers and other KMP	Mr. Sandeep Kumar Kejariwal is not related to any Director, Managers and Key Managerial Personnel of the Company.	Mrs. Rupal Vora is not related to any Director, Managers and Key Managerial Personnel of the Company.
No. of Board Meetings attended	3/4	4/4
Terms and conditions of appointment/ re-appointment including details of remuneration	Appointment as a Non-Executive Director of the Company liable to retire by rotation to comply with the provisions of Section 152 of the Companies Act, 2013. No remuneration is being paid to him.	Re-appointment as the Non- Executive Independent Director of the Company for the second term of five consecutive years with effect from 14th February, 2027 to 13th February, 2032, whose period of office not liable to retire by rotation. She will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee Meetings.

By order of the Board of Directors
For Winro Commercial (India) Limited

Place : Mumbai
Date : 13th August, 2026

Ritesh Zaveri
Whole Time Director
DIN: 00054741

Registered Office:
209-210, Arcadia Building, 2nd Floor,
195 Nariman Point, Mumbai - 400 021.

NOTICE OF CANDIDATURE

Date: 6th August, 2026

To,
The Board of Directors,
Winro Commercial (India) Limited
209-210, Arcadia Building, 2nd Floor,
195 Nariman Point, Mumbai - 400 021

Dear Sir/Madam,

I Rohit Kothari, in my capacity as a member of your Company holding 42,141 fully paid up Equity Shares of the Company, hereby notify that I intend to propose candidature of Mrs. Rupal Vora holding (DIN: 07096253), for the office of Non-Executive Independent Director of Winro Commercial (India) Limited at the forthcoming 43rd Annual General Meeting of the Company.

Thanking you,

Rohit Kothari
DP ID – IN301549
Client ID – 17455433