



WWL/CS/2023/222

Date: 26th February, 2024

National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (E) Mumbai-400051 NSE Symbol: WEWIN	BSE Limited Floor 25, P.J Towers, Dalal Street, Fort, Mumbai- 400001 BSE Scrip Code: 543535
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Subject: Outcome of Board Meeting held on 26th February, 2024 pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")

Respected Sir/Madam,

With reference to above subject matter and in compliance with Regulation 30 of SEBI Listing Regulations, we hereby inform you that a meeting of the Board of Directors (the "Board") of We Win Limited ("WE WIN"/ "Company") was held today, on 26th February, 2024 and inter-alia considered and approved the following:

1. Terminated Employee Stock Option Scheme i.e. "We Win Limited ESOP 2022 and considered and approved the Employee Stock Option Scheme i.e. "We Win Limited ESOP 2024".
2. Considered and approved the Postal Ballot Notice.
3. Considered and approved the appointment of Mr. SM Ashraf, Proprietor of M/s. ASA & Associates, Practicing Company Secretary, as a Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
4. Appointed Link Intime India Private Limited as e-Voting Agency for the proposed event of the company.

The information required to be submitted pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015 is provided in the enclosed **Annexure-A**

The meeting commenced at 10:30 AM and concluded at 11:10 AM.

Kindly take the above information on your records.

Thanking you,

For We Win Limited



Ashish Soni
We Win Limited
Company Secretary & Compliance Officer

(CIN: L74999MP2007PLC019623)

Plot No. C-6, IT Park
Badwai, Bhopal - 462038 Madhya Pradesh, India
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Annexure A

Disclosure of Information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") read with SEBI Circular No: CIR/CFD/CMD/4/2015 dated 9th September 2015.

The main features of the We Win Limited ESOP 2024 are as under:

1. Total number of Options to be granted:

6,00,000 (Six Lakhs) Options would be available for grant to the eligible employees of the Company and / or eligible employees of the Subsidiary company(ies), if any, in aggregate under We Win Limited ESOP 2024, in one or more tranches exercisable into not exceeding 6,00,000 (Six Lakhs) equity shares in aggregate in the Company of face value of Rs. 10/- each fully paid-up. Vested Options lapsed due to non exercise and/or unvested Options that get cancelled due to resignation / termination of the employees or otherwise, would be available for being re-granted at a future date. The Board is authorised to re-grant such lapsed / cancelled options as per the provisions of We Win Limited ESOP 2024. The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional equity shares are required to be issued pursuant to any corporate action, the above ceiling of Options or equity shares shall be deemed to increase in proportion of such additional equity shares issued subject to compliance of the SEBI SBEB Regulations.

2. Identification of classes of employees entitled to participate in We Win Limited ESOP 2024:

Following class / classes of employees are entitled to participate in We Win Limited ESOP 2024:

- a) Permanent employees of the Company working with the Company or on deputation with any other company in India or out of India;
- b) Directors of the Company; and
- c) Permanent employees and Directors of the Subsidiary company(ies) / working with respective subsidiary company or on deputation with any other company.

Following class / classes of employees are not eligible:

- a) an employee who is a Promoter or belongs to the Promoter Group;
- b) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- c) an Independent Director within the meaning of the Companies Act, 2013.

3. ~~We Win Limited~~ Employee Stock Options:

~~www.wewinlimited.com~~

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The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option grantee, the right to exercise all the Options granted to him till such date shall be transferred to his legal heirs or nominees within the period as may be prescribed under We Win Limited ESOP 2024.

4. Requirements of vesting and period of vesting:

The Options granted shall vest in accordance with the terms of the each grant under the We Win Limited ESOP 2024, so long as an employee continues to be in the employment of the Company or the subsidiary company, if any, as the case may be. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which such Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted would vest subject to the minimum vesting period of 1 year.

5. Maximum period within which the Options shall be vested:

Options granted under We Win Limited ESOP 2024 would vest in accordance with the terms of the each grant, subject to maximum period of 3 years from the date of grant of such Options.

6. Exercise price or pricing formula:

The exercise price per Option shall not be less than face value of equity share and shall not exceed market price of the equity share of the Company as on date of grant of Option which may be decided by the Committee. Market price in this context refers to the meaning assigned to it under the SEBI SBEB Regulations. The Committee can give cashless exercise of options, if required, to the employees and shall provide necessary procedures and/or mechanism for exercising such options subject to applicable laws, rules and regulations.

7. Exercise period and the process of Exercise:

The vested Options shall be allowed for exercise on and from the date of vesting. The vested Options need to be exercised within a maximum period of 3 years from the date of vesting of such Options. The vested Option shall be exercisable by the employees by a written application to the Company/ Committee expressing his / her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. The Options shall lapse if not exercised within the specified exercise period. In case of cashless system of exercise of vested Options, the Committee shall be entitled to specify such procedures and/or mechanisms for the Shares to be dealt with thereon as may be necessary and the same shall be binding on the Option grantees.

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8. Appraisal process for determining the eligibility of employees under We Win Limited ESOP 2024:

The appraisal process for determining the eligibility of the employees will be decided by the Committee from time to time. The employees would be granted Options under the **We Win Limited ESOP 2024** based on various parameters such as performance rating, period of service, rank or designation and such other parameters as may be decided by the Committee from time to time.

9. Maximum number of Options to be issued per employee and in aggregate:

The number of Options that may be granted to any specific employee of the Company or of its subsidiary company under the Plan, in any financial year and in aggregate under the **We Win Limited ESOP 2024** shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company.

10. Accounting and Disclosure Policies:

The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

11. Method of Option Valuation:

To calculate the employee compensation cost, the Company shall use the Intrinsic Value method for valuation of the Option granted. The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.

12. Primary / Secondary Route:

The Board shall decide on exploring the option for issuance of shares upon exercise, either by way of primary issue or by way of secondary acquisition, subject however to adherence with applicable laws and regulations as prevailing and in force from time to time.



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