



WWL/CS/2023/223

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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Sub: - Submission of Notice of Postal Ballot with updated E-voting Instructions.

Dear Sir/Madam,

Please find enclosed herewith copy of the Notice of Postal Ballot of the company dated 26th February 2024 with updated E-voting Instructions, seeking approval of the members of the company through Postal Ballot for the resolutions as mentioned in the notice of Postal Ballot.

In compliance with the requirements of the MCA Circulars, the Company is sending the enclosed copy of 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



Ashish Soni
Company Secretary & Compliance Officer

Encl: As above

We Win Limited

www.wewinlimited.com

(CIN: L74999MP2007PLC019623)

Plot No. C-6, IT Park

Badwai, Bhopal - 462038 Madhya Pradesh, India

Phone : +91 755 4278897

Email : contact@wewinlimited.com



WE WIN LIMITED

(CIN: L74999MP2007PLC019623)

Registered Office: Plot No. C-6, IT Park, Badwai, Bhopal, MP- 462038- India

Tel No.: 0755 4278897

E-mail: cs@wewinlimited.com; **Website:** www.wewinlimited.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To
All Members,
WE WIN 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**"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("**SS-2**"), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ("**MCA**") for holding general meetings/ conducting postal ballot process through e-Voting, vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2024 dated May 5, 2024, 11/2024 dated December 28, 2024 and 09/2023 dated September 25, 2023, (collectively the "**MCA Circulars**"), to transact the special business as set out hereunder by passing Ordinary & Special Resolution by way of postal ballot only by voting through electronic means ("**Remote e-Voting**").

Pursuant to Section 102 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and reasons/ rationale thereof is annexed to this Postal Ballot Notice ("**Notice**") for your consideration and forms part of this Notice.

Pursuant to Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and MCA Circulars, and in compliance with Regulation 44 of the SEBI Listing Regulations, the Company shall send Postal Ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the Company's Registrar and Transfer Agent ("**RTA**") or Depository/ Depository Participants ("**DPS**") and voting by the Members shall be allowed only through the E-voting system. The Notice shall also be available on the Company's website at www.wewinlimited.com and on the websites of the Stock Exchanges i.e. BSE Limited ("**BSE**") at www.bseindia.com and National Stock Exchange of India Limited ("**NSE**") at www.nseindia.com respectively, and on the website of the Company's RTA - Link Intime India Private Limited ("**LI IPL**") at <https://instavote.linkintime.co.in>.

The Company has engaged the services of LI IPL, the RTA of the Company as the agency to provide remote E-voting facility.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company have appointed Shri S.M Ashraf, Company Secretary in Practice (FCS: 6233 and CP No: 5148) ("**Scrutinizer**"), as scrutinizer for conducting the postal ballot process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice and the manner of voting remotely by members holding shares in dematerialized mode and physical mode is set out in the notes to this Postal Ballot Notice.

The remote e-voting will commence on **Thursday, 29th February, 2024, at 9:00 a.m. (IST)** and ends on **Friday, 29th March, 2024, at 5:00 p.m. (IST)**.

The result of remote E-voting along with Scrutinizer's report will be published on the website of the Company at www.wewinlimited.com and shall also be displayed at the Registered Office of the Company and on the website of the LIPL at <https://instavote.linkintime.co.in> within 2 (two) working days from the end of remote E-voting and the same will also be simultaneously communicated to BSE and NSE ("hereinafter collectively referred to as the **"Stock Exchanges"**).

Members having any queries, issues or requiring any clarifications on remote e-voting may contact Link Intime India Private Limited on number **022-4918 6000** or reach by email:- enotices@linkintime.co.in.

The Members are hereby requested to consider the following proposed resolutions along with explanatory statements concerning each item, as annexed to this Postal Ballot Notice and thereafter record their assent or dissent by means of remote E-Voting. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Friday, 29th March, 2024** i.e. the last date specified for the remote e-voting.

SPECIAL BUSINESS:

Item No. 1: Approval on Material Related Party Transaction(s) to be entered into with Related Parties during Financial Year 2024-25;

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable provisions, if any, of the SEBI Listing Regulations, and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 including any modifications, variations or re-enactments thereof for the time being in force and as may be notified from time to time and subject to such other consents, permissions, approvals as may be required in this behalf, the Company's Policy on Related Party Transactions and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to enter into related party contracts / arrangements / transactions (including any modifications, alterations or amendments thereto) in the ordinary course of business and on arms' length basis as more specifically detailed out in Table A forming part of item no. 1 of the explanatory statement annexed to this notice with related parties as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations for financial year 2024-2025 on such terms and conditions as the Board of Directors of the Company may deem fit, in compliance with any requirements of applicable law, notwithstanding that such transactions (including existing contracts / arrangements / transactions) may exceed 10% of the annual consolidated turnover of the Company in any financial year or such other threshold limits as may be specified by the Act or SEBI Listing Regulations from time to time.

Related Party Transaction(s) to be entered into with related parties for FY 2024-2025 is as follows:

Name of Related Parties/ Relationship	Nature of Transaction	Estimated Amount (in Rs.)
Surevin Weartech Private Limited (Associate Company)	Rendering of Services	Not exceeding Rs. 20.00/- Crores (Rupees Twenty Crores only)
Mr. Abhishek Gupta (DIN: 01260263) Chairman	Managerial Remuneration	
Mrs. Sonika Gupta (DIN: 01527904) Vice- Chairman	Managerial Remuneration	
Mr. Adarsh Kumar (DIN: 07071473)	Managerial Remuneration	

Managing Director & CEO		
Mr. Arnav Gupta (DIN: 09040096) Director	Managerial Remuneration	

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors and/or Company Secretary of the Company, be and are hereby authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and file forms with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

Item No. 2: Approval of We Win Limited Employee Stock Option Plan 2024 and Grant of Employees Stock Options to employees of the Company thereunder;

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (hereinafter referred to as “SEBI SBEB Regulations”) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), approval and consent of the Shareholders of the Company (“Shareholders”) be and is hereby accorded to the ‘**We Win Limited Employees Stock Option Plan 2024**’ (hereinafter referred to as the “**We Win Limited ESOP 2024**”/ “Plan”) and to the Board to create, offer and grant from time to time upto 6,00,000 (Six Lakhs) Employee Stock Options (“ESOPs”) being not exceeding 2% (Two percent) of the paid-up equity share capital of the Company as on the date of passing the resolution, to the permanent employees including Directors of the Company (other than Promoter(s) or belonging to the Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), whether whole time or otherwise, whether working in India or out of India (hereinafter referred to as an “Employee(s)”), as may be decided solely by the Board under the Plan, exercisable into not more than 6,00,000 (Six Lakhs) fully paid-up equity shares in the Company in aggregate of face value of Rs. 10/- (Rupees Ten) each, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan, SEBI SBEB Regulations and in due compliance with other applicable laws and regulations.

RESOLVED FURTHER THAT the benefits of as mentioned above be also extended to the Employee(s) of any existing and future subsidiary company(ies) of the Company whether in or outside India.

RESOLVED FURTHER THAT all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified.

RESOLVED FURTHER THAT the Board for this purpose be and is hereby further authorised to issue and allot equity shares upon exercise of ESOPs from time to time in accordance with the Plan and such equity shares shall rank pari passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the number of ESOPs that may be granted to the Employee(s), in any financial year and in aggregate under the Plan shall be less than 1% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organisation, and others, if any

additional equity shares are required to be issued by the Company to the Shareholders (“Additional Shares”), the ceiling as aforesaid of 6,00,000 (Six Lakhs) ESOPs and equity shares respectively to be issued and allotted shall be deemed to increase in proportion of such Additional Shares issued to facilitate making a fair and reasonable adjustment.

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Plan shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- (Rupees Ten) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees.

RESOLVED FURTHER THAT the Board be and is hereby also authorised at any time to modify, change, vary, alter, amend, suspend or terminate the **We Win Limited ESOP 2024** subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the **We Win Limited ESOP 2024** and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the **We Win Limited ESOP 2024**.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to take necessary steps for listing of the equity shares allotted under the **We Win Limited ESOP 2024** on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations with the concerned Stock Exchanges and other applicable laws, guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby further authorised to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including authorizing or directing the Committee to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of **We Win Limited ESOP 2024** as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution.”

Place: Bhopal
Date: 26th February, 2024

For and on behalf of the Board of Directors of
We Win Limited

Registered Office:
Plot No. C-6, IT Park, Badwai, Bhopal, MP- 462038

Sd/-
Ashish Soni
(PAN: HCOPS6623A)
Company Secretary & Compliance Officer

Notes:

1. The explanatory statement pursuant to Section 102(1) and Section 110 of the Act read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out the material facts is annexed thereto and forms part of this Notice.
2. In accordance with the MCA Circulars, this Notice is being sent in electronic form only by email to those 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") and Company's RTA, i.e. LIPL as on **Friday, 23rd February, 2024** ('Cut Off Date') and who have or will register their email address with the DPs or with LIPL in accordance with the process outlined in this Postal Ballot Notice.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall be eligible to cast their votes through postal ballot. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company/RTA/Depositories) shall be entitled to vote in relation to aforementioned Resolution in accordance with the process specified in this Notice.
4. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, as amended read together with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, SS 2 and MCA Circulars, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, The Company has engaged LIPL for facilitating e-voting to enable the members to cast their votes through Remote e-voting.
5. In accordance with the MCA Circulars and SEBI Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would take place through the process of Remote e-voting only.
6. Notice is also placed on the website of the Company i.e. www.wewinlimited.com and the website of LIPL i.e. <https://instavote.linkintime.co.in> and shall be available on the websites of the stock exchanges on which the shares of the Company are listed i.e. BSE at www.bseindia.com and NSE at www.nseindia.com. Members who have not received the Notice may download the same from the aforesaid websites.
7. The remote e-voting period commences on **Thursday, 29th February, 2024 at 9:00 a.m. IST** and ends on **Friday, 29th March, 2024 at 5:00 p.m. IST**. The remote e-voting module shall be disabled for voting thereafter. During this period, the members of the Company holding shares in physical or electronic form, as on Cut-Off Date may cast their vote by electronic means in the manner and the process mentioned in Note No. 15 of this Notice. Once the vote on a resolution(s) is cast by the member, the members shall not be allowed to change it subsequently.
8. Documents referred to in the Notice/ Explanatory Statement shall be made available for electronic inspection without any fee to the members from the date of circulation of this Notice upto the date of closure of remote e-voting i.e. Friday, 29th March, 2024 at 5:00 p.m. IST. Members who wish to inspect such documents are requested to send an email to cs@wewinlimited.com mentioning their name, folio no./client ID and DP ID and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
9. The Board of Directors ("**Board**") of the Company at its meeting held on **Monday, 26th February, 2024** has appointed Shri S.M Ashraf, Company Secretary in Practice (FCS: 6233 and CP No: 5148), to act as Scrutinizer for conducting the Postal ballot through remote e-voting process in a fair and transparent manner, who has communicated his willingness to be appointed and will be available for the said purpose.

10. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him within 2 working days from the end of the remote e-voting period. The Scrutinizer's decision on the validity of the Votes cast shall be final. The result of the Postal Ballot will be announced by the Chairman of the Company, or any other person authorised by him not later than 2 working days from the conclusion of remote e-voting.
11. The result of Postal Ballot along with the Scrutinizer's Report will also be placed on the Company's Website at www.wewinlimited.com and shall also be displayed at the Registered Office of the Company and also on the LIPL's website at <https://instavote.linkintime.co.in> and shall be communicated to the stock exchanges where the Company's shares are listed.
12. Resolutions passed by the members through Postal Ballot are deemed to have been passed as if the same have been passed at general meeting of the members convened in that behalf. The resolutions, if approved by the requisite majority by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting i.e. **Friday, 29th March, 2024**.
13. The vote in this Postal Ballot cannot be exercised through proxy.
14. **Procedure for registering the e-mail addresses for obtaining the Notice of Postal ballot and remote e-voting instructions by the Members whose e-mail addresses are not registered with the DPs (in case of Members holding shares in demat form) or with LIPL (in case of Members holding shares in physical form)**

Those persons who are Members of the Company as on Cut-off date i.e. **Friday, 23rd February, 2024** and who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below:

- a) In case shares are held in physical mode please provide folio no., name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar card) by e-mail to rnt.helpdesk@linkintime.co.in.
- b) In case shares are held in demat mode, please provide DP ID & Client ID (16-digit DP ID & Client ID or 16-digit beneficiary ID), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar card) to rnt.helpdesk@linkintime.co.in. If you are an individual member holding securities in demat mode, you are requested to refer to the login method explained above i.e., login method for e-voting for individual Member/shareholder holding securities in demat mode.
- c) Alternatively, members may send a request to enotices@linkintime.co.in for procuring User ID and Password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, individual Members holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Members are required to update their mobile number and e-mail ID correctly in their demat account in order to access e- voting facility.

15. The instructions and other information relating to remote e-voting are as under:

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility to be provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e- voting services provided by LIPL, on the resolutions set forth in this Notice. The instructions for e-voting are given herein below:

The remote e-voting facility is available at the following link: <https://instavote.linkintime.co.in>. The e-voting event number (EVENT) and period of remote e- voting are set out below:

EVENT NO.	Commencement of e-voting	End of remote e-voting
240075	Thursday, 29th February, 2024 at 9:00 a.m. IST	Friday, 29th March, 2024 at 5:00 p.m. IST

E-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by LIPL upon the expiry of the aforesaid period.

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsdl.com either on a personal computer or on a mobile. On the e- Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period. 2. 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 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://eservices.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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi /Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for

mode) & login through their depository participants	e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
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Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -
 - A. **User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
 - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) .
 - D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders/ members holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click t least one num password is now generated).

3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

General Guidelines for Institutional shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to eVoting system of 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.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 – 49186000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e- Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Place: Bhopal
Date: 26th February, 2024

For and on behalf of the Board of Directors of
We Win Limited

Registered Office:
Plot No. C-6, IT Park, Badwai, Bhopal, MP- 462038

Sd/-
Ashish Soni
(PAN: HCOPS6623A)
Company Secretary & Compliance Officer

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013

Item No. 1: Approval on Material Related Party Transaction(s) to be entered into with Related Parties during Financial Year 2024-25;

As per the provisions of Section 188 of the Companies Act, 2013 (“Act”), transactions with related parties which are on an arm’s length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of members. However, as per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), such transactions, if material, requires the approval of members through a resolution, notwithstanding the fact that the same are on an arm’s length basis and in the ordinary course of business. Regulation 23 of SEBI Listing Regulations, 2015 mandates prior approval of the members through ordinary resolution for all ‘Material Related Party Transactions. For this purpose, a Related Party Transaction will be considered ‘material’ if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

During the Financial Year 2023-24, the company has entered into certain business transactions with M/s Surevin Weartech Private Limited and Directors, which is a “Related Party” as defined under Section 2 (76) of the Companies Act, 2013. The Company is also proposed to enter into certain business transactions (Rendering of Services/Managerial Remuneration) with M/s Surevin Weartech Private Limited and Directors during Financial Year 2024-25. These transactions are estimated at Rs. 20.00/- Crores (Rupees Twenty Crores only) for F.Y. 2024-25 which are of value exceeding 10% of the Annual Consolidated Turnover of the Company as per the Last Audited Financial Statement of the Company. The details of such transactions are given below: -

Name of Related Parties/ Relationship	Nature of Transaction	Estimated Amount (in Rs.)
Surevin Weartech Private Limited (Associate Company)	Rendering of Services	Not exceeding Rs. 20.00/- Crores (Rupees Twenty Crores only)
Mr. Abhishek Gupta (DIN: 01260263) Chairman	Managerial Remuneration	
Mrs. Sonika Gupta (DIN: 01527904) Vice- Chairman	Managerial Remuneration	
Mr. Adarsh Kumar (DIN: 07071473) Managing Director & CEO	Managerial Remuneration	
Mr. Arnav Gupta (DIN: 09040096) Director	Managerial Remuneration	

The Company has in place a balanced and structured policy and process for approval of Related Party Transactions. The Policy provides the details required to be provided to the Audit Committee for the purpose of review of such transactions and grant their approval for the proposed transactions. A justification for each and every related party transaction is provided to the Audit Committee which enables them to arrive at the right decisions. Additionally, an update on the actual related party transactions entered during every quarter is provided to the Audit Committee. Approval of the Members of the Company is therefore required for item no. 1 in terms of Regulation 23 of the SEBI Listing Regulations by way of passing of an Ordinary Resolutions for approval to the aforesaid Material Related Party Transactions to be entered for Financial Year 2024-2025.

Details to be placed before Members in line with the SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 are given in below **Table A**:

Name of the related party	Surevin Weartech Private Limited	Abhishek Gupta (DIN: 01260263)	Sonika Gupta (DIN: 01527904)	Adarsh Kumar (DIN: 07071473)	Arnav Gupta (DIN: 09040096)
Type, material terms and particulars of the proposed transaction (at arm length and in ordinary course of business);	Rendering of Services	Managerial Remuneration			
Name of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Associate Company	Chairman & Director	Vice-Chairman & Director	Managing Director & CEO	Director
Tenure of the proposed transaction	During the financial year 2024-25				
Value of the proposed transaction;	Not exceeding Rs. 20.00/- Crores (Rupees Twenty Crores only)				
Whether the transactions have been approved by Audit Committee & Board	Yes				
Details of Source of Funds in connection with the proposed transaction	Not Applicable				
Where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments	Not Applicable				
Terms of Loan, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable				
Justification as to why the RPT is in the interest of the listed entity	For the purpose of continuing the operations as Special Purpose Vehicle (SPV) of IRCTC Call Center	For the purpose of administrative convenience			
Any advance paid or received for the transaction	Not Applicable				
The valuation or other external party report	Not Applicable				
Any other relevant information	Nil				

Information required to be furnished/disclosed as per requirements of Secretarial Standard on General Meetings (SS-2) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

	Mr. Abhishek Gupta (DIN: 01260263)	Mrs. Sonika Gupta (DIN: 01527904)	Mr. Arnav Gupta (DIN: 09040096)	Mr. Adarsh Kumar (DIN: 07071473)
Date of Birth	24/09/1971	01/02/1978	04/11/2000	30/12/1969
Age	52 years approx.	46 years approx.	23 years approx	53 years approx..
Qualification	B.E. from University of Nagpur	B. Com from University of Bundelkhand	Bachelor in IT & Game Development from University of Wollongong, Australia	MBA from Fore School of Management & an Economics graduate from Delhi University. He has continuously upgraded his skills through Executive Education from Harvard Business School, Wharton School, Ohio University, IIM Ahmedabad, IIM Bangalore, XLRI

								Jamshedpur & ISB Hyderabad	
Expertise in Functional Area	Business	Administration & Management	Business	Business	Business	Business	Business	Financial Services, particularly in the area of Retail Finance, Corporate Lending, Insurance, Business Processes and Operations	
Experience	Experience of more than 26 years of the similar field/business in which the Company is engaged	More than 17 years of Experience of Administration & Management field	Experience in the similar field/business in which the Company is engaged	Experience in the similar field/business in which the Company is engaged	Experience in the similar field/business in which the Company is engaged	Experience in the similar field/business in which the Company is engaged	Experience in the similar field/business in which the Company is engaged	More than 3 decades of experience in Financial Services	
Remuneration sought to be paid for 2024-25	Not exceeding Rs. 1,20,00,000/- per annum	Not exceeding Rs. 1,20,00,000/- per annum	Not exceeding Rs. 1,20,00,000/- per annum	Not exceeding Rs. 1,20,00,000/- per annum	Not exceeding Rs. 24,00,000/- per annum	Not exceeding Rs. 24,00,000/- per annum	Not exceeding Rs. 24,00,000/- per annum	Not exceeding Rs. 1,50,00,000/- per annum	
Remuneration drawn for 2023-24	Rs. 60,00,000/- (Rupees Sixty Lakhs Only)	Rs. 60,00,000/- (Rupees Sixty Lakhs Only)	Rs. 60,00,000/- (Rupees Sixty Lakhs Only)	Rs. 60,00,000/- (Rupees Sixty Lakhs Only)	Rs. 10,00,000/- (Rupees Ten Lakhs Only)	Rs. 10,00,000/- (Rupees Ten Lakhs Only)	Rs. 10,00,000/- (Rupees Ten Lakhs Only)	Rs. 18,80,000/- (Rupees Eighteen Lakhs Eighty Thousand Only)	
Date of first appointment on the Board	18/06/2007 (Since Incorporation)	18/06/2007 (Since Incorporation)	18/06/2007 (Since Incorporation)	18/06/2007 (Since Incorporation)	01/06/2023	01/06/2023	01/06/2023	27/06/2023	
Shareholding in the Company	25,77,770 Equity Shares of Rs. 10/- each	34,26,700 Equity Shares of Rs. 10/- each	34,26,700 Equity Shares of Rs. 10/- each	34,26,700 Equity Shares of Rs. 10/- each	52,000 Equity Shares of Rs. 10/- each	52,000 Equity Shares of Rs. 10/- each	52,000 Equity Shares of Rs. 10/- each	Nil	
Relationship with other Directors, Managers and other key Managerial Personnel of the Company	As per Section 2(77) of the Companies Act, 2013, Mr. Abhishek Gupta (DIN: 01260263) is relative of Director i.e. Husband of Mrs. Sonika Gupta (DIN: 01527904) and Father of Mr. Arnav Gupta (DIN: 09040096) Directors of the Company	As per Section 2(77) of the Companies Act, 2013, Mrs. Sonika Gupta (DIN: 01527904) is relative of Director i.e. Wife of Mr. Abhishek Gupta (DIN: 01260263), and Mother of Mr. Arnav Gupta (DIN: 09040096) Directors of the Company.	As per Section 2(77) of the Companies Act, 2013, Mrs. Sonika Gupta (DIN: 01527904) is relative of Director i.e. Wife of Mr. Abhishek Gupta (DIN: 01260263), and Mother of Mr. Arnav Gupta (DIN: 09040096) Directors of the Company.	As per Section 2(77) of the Companies Act, 2013, Mrs. Sonika Gupta (DIN: 01527904) is relative of Director i.e. Wife of Mr. Abhishek Gupta (DIN: 01260263), and Mother of Mr. Arnav Gupta (DIN: 09040096) Directors of the Company.	As per Section 2(77) of the Companies Act, 2013, Mr. Arnav Gupta (DIN: 09040096) is relative of Director i.e. Son of Mr. Abhishek Gupta (DIN: 01260263) and Ms. Sonika Gupta (DIN: 01527904) Director of the Company	As per Section 2(77) of the Companies Act, 2013, Mr. Arnav Gupta (DIN: 09040096) is relative of Director i.e. Son of Mr. Abhishek Gupta (DIN: 01260263) and Ms. Sonika Gupta (DIN: 01527904) Director of the Company	As per Section 2(77) of the Companies Act, 2013, Mr. Arnav Gupta (DIN: 09040096) is relative of Director i.e. Son of Mr. Abhishek Gupta (DIN: 01260263) and Ms. Sonika Gupta (DIN: 01527904) Director of the Company	As per Section 2(77) of the Companies Act, 2013, Mr. Arnav Gupta (DIN: 09040096) is relative of Director i.e. Son of Mr. Abhishek Gupta (DIN: 01260263) and Ms. Sonika Gupta (DIN: 01527904) Director of the Company	No Relation
No. of Meetings of the Board attended during the year	08	07	07	07	04	04	04	03	
List of other Companies in which Directorships held	1. Surevin Weartech Private Limited 2. Texit Private Limited	Nil	Nil	Nil	Zenstack Private Limited	Zenstack Private Limited	Zenstack Private Limited	1. Merits Capital Market Services Private Limited 2. Stock Bees Advisors Private Limited 3. Stock Bees Traders Academy Private Limited	
List of Membership / Chairmanship in Committees of the Board of the Company	Chairmanship	Membership	Chairmanship	Membership	Chairmanship	Membership	Chairmanship	Membership	
	Corporate Social Responsibility Committee	Audit Committee	Nil	Stakeholders Relationship Committee	Nil	Nil	Nil	Nil	
List of Membership / Chairmanship in Committees of the Board of Other Companies	Chairmanship	Membership	Chairmanship	Membership	Chairmanship	Membership	Chairmanship	Membership	
	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	
Shareholding of Non-executive Directors of the Company	Mr. Arnav Gupta (DIN: 09040096) Non- Executive Director holds 52,000 Equity Shares of Rs. 10/- each of the company								

The Audit Committee of the Company has granted omnibus approval to the related party transactions entered/proposed to be entered into by the Company in the financial year 2024-25. Since all the transactions between the Company and the parties as provided in the table above will be entered in the ordinary course of

business and at arms' length basis, the provisions of Sec 188 (1) of the Companies Act, 2013 and the Rules made thereunder are not applicable on transactions between these entities.

In the financial year 2024-25, the aforesaid transactions in aggregate at individual level are expected to exceed 10% of the annual consolidated turnover, these transactions are therefore considered as material related party transactions as per Listing Regulations. Thus, in terms of Regulation 23 of Listing Regulations, the approval of members is required for the aforementioned material related party transactions entered /to be entered between the Company and the parties as provided in table above from 1st April, 2024 till 31st March, 2025.

Further, pursuant to Regulation 23(7) of Listing Regulations, in respect of voting on this resolution, all the related parties shall not vote to approve the relevant transactions, irrespective of whether the entity or person is a party to the particular transaction or not.

Accordingly, the Board of Directors recommends the resolution given at Item no. 1 of this Notice for your approval as Ordinary Resolution.

Mr. Abhishek Gupta (DIN: 01260263), Mrs. Sonika Gupta (DIN: 01527904), Mr. Arnav Gupta (DIN: 09040096) and Mr. Adarsh Kumar (DIN: 07071473), Directors of the Company and their relatives are concerned or interested, financially or otherwise, in the aforesaid Resolution as set out at Item No. 1.

Save and except the above, none of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolution.

The Members may please note that in terms of the provisions of the SEBI Listing Regulations, 2015 and the Companies Act, 2013 the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under this Item No. 1.

Item No. 2.: Approval of We Win Limited Employee Stock Option Plan 2024 and Grant of Employees Stock Options to employees of the Company thereunder;

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share based compensation scheme/plan. Your Company believes in rewarding its employees including Directors of the Company as well as that of the Subsidiary company(ies) for their continuous hard work, dedication and support, which has led the Company on the growth path.

The Company intends to implement **We Win Limited Employees Stock Option Plan 2024** (hereinafter referred to as the "**We Win Limited ESOP 2024**" / "Plan") with a view to attract and retain key talents working with the Company and its Subsidiary company(ies), if any, by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

The Company seeks approval of the Shareholders in respect of **We Win Limited ESOP 2024** and for grant of Stock Options to the eligible employees/ Directors of the Company, that of its Subsidiary company(ies), if any, as may be decided by Board and / or the Nomination and Remuneration Committee ("Committee") from time to time in due compliance with Companies, Act, 2013 (including rules framed thereunder), SEBI SBEB Regulations and other applicable laws and regulations.

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. Transferability of Employee Stock Options:

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.

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.

In terms of provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 consent of the Shareholders is being sought by way of a Special Resolution(s) set out at Item No. 2 of this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned in the aforesaid Special Resolution(s), except to the extent of their entitlements, if any.

Your Directors recommend the Special Resolution(s) proposed at Item No. 2 of this Notice for your approval.

Place: Bhopal
Date: 26th February, 2024

**For and on behalf of the Board of Directors of
We Win Limited**

Registered Office:
Plot No. C-6, IT Park, Badwai, Bhopal, MP- 462038

**Sd/-
Ashish Soni
(PAN: HCOPS6623A)
Company Secretary & Compliance Officer**