



WWL/CS/2026-27/059

Date: 29th August, 2026

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
---	--

Sub: - Notice of 19th Annual General Meeting.

Dear Sir/Madam,

Pursuant to Regulation 30(6) of the SEBI (LODR) Regulations, 2015, we are enclosing herewith Notice of the 19th Annual General Meeting (AGM) of the company to be held on Friday, the 25th Day of September, 2026 at the Registered Office of the Company situated at Plot No. C-6, IT Park, Badwai, Bhopal, M.P.-462038 at 11:00 A.M.

The aforesaid Notice of the 19th AGM are available on the website of the Company at www.wewinlimited.com.

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
Contact : +91 6232330333
Email : contact@wewinlimited.com



WE WIN LIMITED

CIN: L74999MP2007PLC019623

Regd. Off.: Plot No. C-6, IT Park, Badwai, Bhopal (MP) - 462038

Tel No.: +91 6232330333; **Email:** contact@wewinlimited.com;

Website: www.wewinlimited.com

NOTICE OF 19TH ANNUAL GENERAL MEETING

Notice is hereby given that the 19th Annual General Meeting of the members of We Win Limited will be held on Friday, the 25th Day of September, 2026 at the Registered Office of the Company situated at Plot No. C-6, IT Park, Badwai, Bhopal, M.P.-462038 at 11:00 A.M. to transact the following business:

ORDINARY BUSINESS:

Item No. 01: Adoption of Audited Standalone and Consolidated Financial Statements and the Reports of the Board of Directors and Auditor's thereon;

- A) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026 and the Reports of the Board of Directors and Auditors thereon.
- B) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2026 and the Reports of the Board of Directors and Auditors thereon.

Item No. 02: To appoint a director in place of Mrs. Sonika Gupta (DIN: 01527904) who retires by rotation and being eligible, offers herself for re-appointment;

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 section 152 of the Companies Act, 2013 and rules made thereunder (including any statutory modification and re-enactment thereof and other applicable provisions, if any of the Companies Act, 2013, Mrs. Sonika Gupta (DIN: 01527904) who is liable to retire by rotation and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Item No. 03: Appointment of Statutory Auditors and fixing of their Remuneration;

To appoint M/s Sandeep Mukherjee & Associates, Chartered Accountants (FRN: 009942-C), as the Statutory Auditors of the Company in place of retiring auditors M/s Sethia Manoj & Co., Chartered Accountants (FRN: 021080-C), for a term of 5 (five) consecutive years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 24th Annual General Meeting of the Company and to fix their remuneration and in this respect to pass following Ordinary Resolution with or without modifications:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), M/s Sandeep Mukherjee & Associates, Chartered Accountants (FRN: 009942-C), from whom written consent and certificate pursuant to Section 139 of the Companies Act, 2013, has already been received, be and are hereby appointed as the Statutory Auditors of the Company, in place of retiring auditors M/s Sethia Manoj & Co., Chartered Accountants (FRN: 021080-C), for a term of 5 (five) consecutive years, to hold office from the conclusion of this Annual General Meeting till the conclusion of 24th Annual General Meeting of the Company, on a remuneration of ₹1,70,000/- (Rupees One Lakh Seventy Thousand only) per year, or such other amount as may be mutually agreed between the Board of Directors and the Statutory Auditors, in addition to applicable taxes and reimbursement of actual out-of-pocket, travelling and other expenses incurred for performing the statutory audit of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things on behalf of the Company as may be considered necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:

Item No. 04: To take note of the disclosures relating to the We Win Limited Employee Stock Option Scheme, 2025;

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules made thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time ('SBEB Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, rules, regulations and circulars, and pursuant to the undertaking furnished by the Company to the Stock Exchanges while seeking in-principle approval for listing of the equity shares arising out of the exercise of options granted under the We Win Limited Employee Stock Option Scheme, 2025 ('Scheme' or 'ESOP 2025'), the Members of the Company do hereby take note of the disclosures relating to the Scheme, as required to be placed before the Members pursuant to the in-principle approval granted by the Stock Exchanges, and as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Members do hereby take note that the Company has received in-principle approvals from National Stock Exchange of India Limited and BSE Limited for the listing of the equity shares arising out of the exercise of stock options granted under the Scheme.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable for giving effect to the above resolution and for complying with all applicable statutory and regulatory requirements."

By the order of the Board

Sd/-

Ashish Soni
Company Secretary & Compliance Officer

Place: Bhopal

Dated: 29/08/2026

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto and forms part of the Notice.
2. The Board has appointed Mr. S.M. Ashraf, Proprietor of M/s. ASA & Associates, Practicing Company Secretary, as the scrutinizer ("**Scrutinizer**") for conducting the e-voting process in a fair and transparent manner.
3. Brief details of the directors, who are being appointed/re-appointed, are annexed hereto as per requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015/ Secretarial Standards.
4. Directors have not recommended any Dividend on equity shares of the company for the financial year ended 31st March 2026.
5. As on 31st March 2026, there were no amount required to be transferred by the company to the Investor Education and Protection Fund ("IEPF").
6. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote instead of himself/herself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.

7. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the company, at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the company.
8. Corporate members intending to send their authorised representative(s) to attend the Meeting in terms of Section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
9. The register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
10. The Register of members and the Share Transfer Books of the Company will remain closed from Saturday, 19th day of September, 2026 to Friday, 25th day of September, 2026 (both days inclusive) for the purpose of this Meeting.
11. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the RTA/Depositories as on Friday, 18th September, 2026 only shall be entitled to vote at the AGM.
12. Members may also note that the Notice of 19th AGM along with the Copy of Annual Report for the financial year ended 31st March 2026 is uploaded and available electronically at the following links:

Company's Website	www.wewinlimited.com
Website of Stock exchanges where equity shares of the company are listed	www.nseindia.com www.bseindia.com
Website of MUFG Intime India Private Limited	www.instavote.linkintime.co.in

13. Members desiring any information on the Accounts are requested to write to the company at least 10 days prior to the date of the meeting to enable the management to keep the information ready.
14. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode (if any) are requested to advise any change in their address or bank mandates to the Company.

15. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company.
16. Members who still hold share in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation, which include easy liquidity, since trading is permitted in dematerialised form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
17. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the company to consolidate their holdings in one folio.
18. Proxy Form, Attendance Slip and the Route Map of the venue of the Meeting are annexed hereto.
19. Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of Annual Report. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
20. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours till the date of forthcoming Annual General Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
21. The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Registrar and Transfer Agents to record additional details of Members, including their Permanent Account Number details (PAN), e-mail address, etc and the Securities and Exchange Board of India ("**SEBI**") has also mandated the submission of PAN by every participant in the market. Members holding shares in electronic form are therefore requested to submit their PAN & e-mail address details to their Depository Participants with whom they are maintaining their De-mat accounts. Members holding shares in physical form (if any) are requested to submit their PAN & e-mail address to the Company / RTA.
22. The Company's Registrar and Transfer Agents (RTA) is MUFG Intime India Private Limited (Formerly Link Intime India Private Limited, C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli, West Mumbai, Mumbai, MH-400083.
23. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, and 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, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ("MCA") (collectively the '**MCA Circulars**') respectively issued by the Ministry of Corporate Affairs (MCA) the Company is pleased to offer e-voting facility to its Members holding equity shares as on 04th September, 2026 being the cut-off date, to exercise their right to vote electronically on the above resolution.
24. The Company is sending Notice in electronic form only and express its inability to dispatch hard copy of Notice along with Annual Report to the members. To facilitate such members to receive this notice electronically and cast their vote electronically, the Company has made special arrangement for registration of email addresses in terms of the MCA Circulars. The process for registration of email address is as under:
 - a) For voting in the resolution proposed in the Notice through remote e-voting, members who have not registered their email address may get their email address registered by sending an email to the Company's Share Transfer Agent at enotices@in.mpms.mufg.com Member(s) may also intimate the same to the Company by writing an email at cs@wewinlimited.com. The members shall provide the following information in the email–
 - Full Name
 - No of shares held:
 - Folio Number (if shares held in physical) and PAN
 - Share certificate number (if shares held in physical) and PAN
 - DP ID & Client ID (if shares are held in demat)
 - Email id to be registered and Mobile No.:
 - b) Post successful registration of the email, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Annual General Meeting. In case of any queries, member may write to enotices@in.mpms.mufg.com or cs@wewinlimited.com

- c) It is clarified that for permanent registration of email address, members are required to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Share Transfer Agent i.e. enotices@in.mpms.mufig.com
- d) Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent to enable servicing of notices / documents / Annual Reports electronically to their email address.
25. The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them, which will be determined on the basis of the paid-up value of shares registered in the name of each member as on 18th September, 2026.
26. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the Company has provided the facility to members to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by MUFG Intime India Private Limited (hereinafter referred to as "LIPL"). The instructions for electronic voting are annexed to this Notice. Members cannot exercise votes by proxy, though corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
27. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny, and the result of the voting will be announced by the Chairman or any director of the Company duly authorized, on or before 28th September, 2026 and will also be displayed on the Company website <https://wewinlimited.com/investor-relations/#> and will be intimated to the Stock Exchanges where the shares of the Company are listed in accordance with the provisions of SEBI Listing Regulations.
28. Members can also contact to Mr. Ashish Soni, Company Secretary and Compliance Officer of the company to resolve any grievances with regard to voting. Address: - We Win Limited, Plot No. C-6, IT Park, Badwai, Bhopal, Madhya Pradesh 462038, India, Email Id: cs@wewinlimited.com, Phone number - +91 6232330333.
29. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting.
30. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by MUFG Intime India Private Limited (hereinafter referred to as "LIPL"). The instructions for electronic voting are given in this Notice. **E-Voting will commence on 22nd September, 2026 at 9:00 a.m. and will end on 24th September, 2026 at 5:00 p.m.** E-Voting shall not be allowed beyond the said time and date.
31. In accordance with Regulation 44 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 22 of the Rules, the Company is pleased to offer e-voting facility to shareholders through such e-voting system. Notice of this meeting has been sent to all the shareholders who have registered their e-mail id's with the Company or the Registrar and Transfer Agent/ Depository Participants. Necessary arrangements have been made by the Company with MUFG Intime India Private Limited (hereinafter referred to as "LIPL") to facilitate e-voting.
32. The Voting results shall be declared not later than 48 (forty eight) hours from the conclusion time of the meeting. The results declared along with the Scrutinizer's Report will be placed on the website of the company at <https://wewinlimited.com/investor-relations/#> and the website of MUFG Intime India Private Limited at www.instavote.linkintime.co.in immediately after the result is declared by the Chairman or any other person authorized by the Board in this regard and will simultaneously be forwarded to NSE & BSE, where equity shares of the company are listed.
33. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. Friday, 25th September 2026.

VOTING THROUGH ELECTRONIC MEANS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access remote e-Voting facility.

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
260636	Tuesday, 22 nd September, 2026 at 9:00 a.m. IST	Thursday, 24 th September, 2026 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 MIPL upon the expiry of the aforesaid period.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Click on "Beneficial Owner" icon under "IDeAS Login Section".
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- Enter the last 4 digits of your bank account / generate 'OTP'
- Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- Enter existing username, Password & click on "Login".

- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL:
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/>
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration/>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through "e-voting" option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on "**Login**" under 'SHARE HOLDER' tab.
- b) Enter details as under:
 1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code
 4. Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> registered with the Company

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on "**Sign Up**" under 'SHARE HOLDER' tab & register with details as under:
 1. User ID: Enter User ID
 2. 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.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> registered with the Company

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - o Shareholders holding shares in **NSDL form**, shall provide 'D' above
 - o Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
5. 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).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).
Post successful registration, click on "**Login**" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. 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).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. 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.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu Section
- C. Map the Investor with the following details:
 - 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) 'Investor's Name - Enter Investor's Name as updated with DP.
 - 3) 'Investor PAN' - Enter your 10-digit PAN.
 - 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on "Votes Entry" tab under the Menu section.
- Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- Enter "16-digit Demat Account No."
- 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). 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.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will see "Notification for e-voting".
- Select "View" icon for "Company's Name / Event number".
- E-voting page will appear.
- Download sample vote file from "Download Sample Vote File" tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on:- Tel: 022 - 4918 6000.

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 request at evoting@nsdl.co.in 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 request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "**Login**" under 'SHARE HOLDER' tab.
- Click "**forgot password?**"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "**forgot password?**"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a 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 information about the particulars of the Security

Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ 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".

By the order of the Board

Sd/-

Ashish Soni
Company Secretary & Compliance Officer

Place: Bhopal

Dated: 29/08/2026

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

Item No. 03: Appointment of Statutory Auditors and fixing of their Remuneration;

Additional Disclosure under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015:

1. Proposed fees payable to Statutory Auditor and Terms of appointment of Statutory Auditor: The proposed fees payable to the M/s Sandeep Mukherjee & Associates, Chartered Accountants (FRN: 009942-C), if appointed by the shareholders, will be ₹1,70,000/- (Rupees One Lakh Seventy Thousand only) per year, or such other amount as may be mutually agreed between the Board of Directors and the Statutory Auditors, in addition to applicable taxes and reimbursement of actual out-of-pocket, travelling and other expenses incurred for performing the statutory audit of the Company and appointment will be made for 05 (five) years, from the conclusion of this Annual General Meeting till the conclusion of the Twenty Fourth (24th) Annual General Meeting of the Company.
2. Any Material Change in the fees payable to new auditor from that paid to outgoing auditor along with rationale for such change: Audit Fee paid to outgoing auditor M/s Sethia Manoj & Co., Chartered Accountants (FRN: 021080-C) for the financial year 31st March, 2026 is Rs. 1,51,000/- (Rupees One Lakh Fifty One Thousand only) as applicable and M/s Sethia Manoj & Co., Chartered Accountants (FRN: 021080-C) will be completing five consecutive years from the conclusion of this AGM. The Board of Directors on the recommendation of the Audit Committee, recommends for the approval of the Members, the appointment of M/s Sandeep Mukherjee & Associates, Chartered Accountants (FRN: 009942-C), as the Auditors of the Company for a period of five year from the conclusion of this Annual General Meeting till the conclusion of the Twenty Fourth (24th) Annual General Meeting of the Company.
3. Basis of Recommendation for appointment including the details in relation to and credentials of the Statutory Auditor(s) proposed to be appointed: M/s Sethia Manoj & Co., Chartered Accountants (FRN: 021080-C) is retiring at the forthcoming 19th Annual General Meeting (AGM) of the Company; therefore, the Board of Directors on the recommendation of the Audit Committee, recommended for the approval of the Members, the appointment of M/s Sandeep Mukherjee & Associates, Chartered Accountants (FRN: 009942-C), as the Auditors of the Company for a period of five year from the conclusion of this Annual General Meeting till the conclusion of the Twenty Fourth (24th) Annual General Meeting of the Company.

Brief Profile of M/s Sandeep Mukherjee & Associates, Chartered Accountants (FRN: 009942-C):

M/s Sandeep Mukherjee & Associates, Chartered Accountants (FRN: 009942-C) is a well-established peer reviewed firm (Peer Review Number: 025204) based in Bhopal, Madhya Pradesh, rendering a wide range of taxation, advisory, corporate compliance and financial consultancy services. The firm is registered with the Institute of Chartered Accountants of India and is managed by experienced Chartered Accountants possessing extensive expertise in audit, finance, taxation, corporate laws and regulatory compliance.

The firm is headed by CA Sandeep Mukherjee (M. No: 079757), who has more than 28 years of post-qualification experience in the fields of audit, taxation, finance, management consulting and corporate advisory services.

Item No. 04: To take note of the disclosures relating to the We Win Limited Employee Stock Option Scheme, 2025;

The Members of the Company had approved the We Win Limited Employee Stock Option Scheme, 2025 through Postal Ballot on 19th December, 2025 in accordance with the provisions of the SBEB Regulations.

The Company has obtained in-principle approvals from the National Stock Exchange of India Limited and BSE Limited vide their respective letters dated 23rd March, 2026 for the listing of equity shares proposed to be issued and allotted pursuant to the exercise of options granted under ESOP 2025, subject to compliance with the applicable provisions of the SBEB Regulations, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, rules, regulations and guidelines.

The Company had, vide its undertaking dated 18th March, 2026 submitted to the National Stock Exchange of India Limited while seeking in-principle approval, undertaken to place before the Members, for their noting at the ensuing General Meeting, certain aspects forming part of the approved Scheme, namely, (i) the maximum quantum of benefits that may be provided per employee under the Scheme; (ii) that the Scheme is implemented directly by the Company and not through any trust; and (iii) the period of lock-in, if any, applicable to the equity shares issued pursuant to the exercise of options.

Accordingly, and with a view to providing the Members with complete information, the following disclosures forming part of the approved Scheme are placed before the Members for their noting:

a) Brief Description of the Scheme:

The Scheme shall be called WE WIN LIMITED ESOP 2025 (hereinafter referred to as the 'Scheme' or 'ESOP 2025'), pursuant to which share-based benefits will be granted to eligible employees with a view to reward talent, motivate the workforce, create an employee ownership structure, and attract and retain talent for the sustained growth of the Company. The Scheme shall be administered by the Nomination and Remuneration Committee ("Committee") and the Board of the Company.

b) Maximum quantum of benefits that may be provided per employee under the Scheme:

The maximum quantum of benefits that will be provided to any eligible employee under the ESOP 2025 will be the difference between the market value of the Company's equity shares on the Stock Exchanges as on the date of exercise of Options and the exercise price paid by the employee as specified in the letter of grant. Apart from the grant of Options as stated above, no other benefits are contemplated under the ESOP 2025.

c) Route of Scheme Implementation:

ESOP 2025 shall be implemented and administered directly by the Company through the Committee and not through any trust structure.

d) Source of acquisition of shares under the Scheme:

ESOP 2025 contemplates issuance of new / fresh equity shares by the Company.

e) Amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilisation, repayment terms, etc.:

This is currently not contemplated under ESOP 2025.

f) Maximum percentage of secondary acquisition:

This is currently not contemplated under ESOP 2025.

g) Accounting and Disclosure Policies:

The Company shall follow the accounting and disclosure requirements, including IND AS 102 on Share-based payments and/or any relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 or any other appropriate authority, from time to time, including any guidance note on Accounting for employee share-based payments issued in that regard from time to time and the disclosure requirements prescribed therein, in compliance with the relevant provisions of Regulation 15 of the SBEB Regulations.

h) Period of lock-in:

The equity shares issued pursuant to exercise of vested Options shall not be subject to any lock-in period restriction in general. However, the usual restrictions as may be prescribed under applicable laws, including those under the code of conduct framed, if any, by the Company under the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, shall apply.

i) Terms & conditions for buy-back, if any, of specified securities / Options granted under the Scheme:

Subject to the provisions of the then prevailing applicable laws, the Committee / Board shall determine the procedure for buy-back of the specified securities / Options, if to be undertaken at any time by the Company, and the applicable terms and conditions thereof. 'Specified securities' shall have the meaning ascribed to it under the SEBI (Buy-back of Securities) Regulations, 2018.

j) Ranking of shares:

The equity shares allotted upon exercise of Options under ESOP 2025 shall rank pari passu in all respects with the existing equity shares of the Company.

The above disclosures are already contained in and form part of ESOP 2025 as approved by the Members and do not involve any amendment, variation or modification to the Scheme. The Members are requested to take note of the above disclosures.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of the stock options that may be granted to them under ESOP 2025, if any.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 04 of the Notice for approval of the Members.

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:

	Mrs. Sonika Gupta (DIN: 01527904)	
Date of Birth	01/02/1978	
Age	47 years approx.	
Qualification	B. Com from University of Bundelkhand	
Expertise in Functional Area	Administration & Management	
Experience	More than 17 years of Experience of Administration & Management field	
Terms and Conditions of Appointment/ Reappointment	Reappointment in terms of Section 152 (6) of the Companies Act, 2013	
Remuneration sought to be paid	Not exceeding Rs. 1,00,00,000/- per annum	
Remuneration drawn for 2025-26	Rs. 72,00,000/- (Rupees Seventy Two Lakhs Only)	
Date of first appointment on the Board	18/06/2007 (Since Incorporation)	
Shareholding in the Company	34,26,700 Equity Shares of Rs. 10/- each	
Relationship with other Directors, Managers and other key Managerial Personnel 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	
No. of Meetings of the Board attended during the year	05	
List of other Companies in which Directorships held	Nil	
List of Membership / Chairmanship in Committees of the Board of the Company	Chairmanship	Membership
	Nil	Stakeholders Relationship Committee
List of Membership / Chairmanship in Committees of the Board of Other Companies	Chairmanship	Membership
	Nil	Nil
Shareholding of Non-executive Directors of the Company	Mr. Arnav Gupta (DIN: 09040096) Non- Executive Director holds 54,290 Equity Shares of Rs. 10/- each of the company	

By the order of the Board

Sd/-

Ashish Soni
Company Secretary & Compliance Officer

Place: Bhopal

Dated: 29/08/2026