



WWL/CS/2024-25/142

Date: 17th February, 2025

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 13th February 2025 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 MUFG Intime India Private Limited ("LIPL") 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 – MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) ("**MI IPL**") at <https://instavote.linkintime.co.in>.

The Company has engaged the services of MI 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, 20th February, 2025, at 9:00 a.m. (IST)** and ends on **Friday, 21st March, 2025, 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 MIPL 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 MUFG Intime India Private Limited (Formerly 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, 21st March, 2025** 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 2025-26;

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 2025-2026 is as follows:

Name of Related Parties/ Relationship	Nature of Transaction	Estimated Amount (in Rs.)
Mr. Abhishek Gupta (DIN: 01260263) Managing Director	Managerial Remuneration	Rs. 10.00/- Crores (Rupees Ten Crores only)
Mrs. Sonika Gupta (DIN: 01527904) Chairman	Managerial Remuneration	
Mr. Arnab Gupta (DIN: 09040096) Director	Managerial Remuneration	

Zenstack Private Limited (Common Director Company)	Rent Received	
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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.”

Place: Bhopal
Date: 13th February, 2025

**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
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. MIPL as on **Friday, 14th February, 2025** ('Cut Off Date') and who have or will register their email address with the DPs or with MIPL 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 MIPL 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 MIPL i.e. [www. https://instavote.linkintime.co.in](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, 20th February, 2025 at 9:00 a.m. IST** and ends on **Friday, 21st March, 2025 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, 21st March, 2025 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 **Thursday, 13th February, 2025** 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 MIPL'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, 21st March, 2025**.
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 MIPL (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, 14th February, 2025** 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 MIPL, 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
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250040	Thursday, 20th February, 2025 at 9:00 a.m. IST	Friday, 21st March, 2025 at 5:00 p.m. IST
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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/ 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 mode) & login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider 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 MUFG 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 MIPL: <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: 13th February, 2025

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
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 2025-26;

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 2024-25, the company has entered into certain business transactions with M/s Zenstack 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 (Rent Received /Managerial Remuneration) with M/s Zenstack Private Limited and Directors during Financial Year 2025-26. These transactions are estimated at Rs. 10.00/- Crores (Rupees Ten Crores only) for F.Y. 2025-26 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.)
Mr. Abhishek Gupta (DIN: 01260263) Managing Director	Managerial Remuneration	Rs. 10.00/- Crores (Rupees Ten Crores only)
Mrs. Sonika Gupta (DIN: 01527904) Chairman	Managerial Remuneration	
Mr. Arnab Gupta (DIN: 09040096) Director	Managerial Remuneration	
Zenstack Private Limited (Common Director Company)	Rent Received	

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 2025-2026.

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	Zenstack Private Limited	Abhishek Gupta (DIN: 01260263)	Sonika Gupta (DIN: 01527904)	Arnav Gupta (DIN: 09040096)
Type, material terms and particulars of the proposed transaction (at arm length and in ordinary course of business);	Rent Received	Managerial Remuneration		
Name of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Common Director Company	Managing Director	Chairman & Director	Director
Tenure of the proposed transaction	During the financial year 2025-26			
Value of the proposed transaction;	Not exceeding Rs. 10.00/- Crores (Rupees Ten Crores only)			
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 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)
Date of Birth	24/09/1971	01/02/1978	04/11/2000
Age	52 years approx.	46 years approx.	23 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
Expertise in Functional Area	Business	Administration & Management	Business
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
Remuneration sought to be paid	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
Remuneration drawn for 2024-25	Rs. 60,00,000/- (Rupees Sixty Lakhs Only)	Rs. 60,00,000/- (Rupees Sixty Lakhs Only)	Rs. 12,00,000/- (Rupees Twelve Lakhs Only)
Date of first appointment on the Board	18/06/2007 (Since Incorporation)	18/06/2007 (Since Incorporation)	01/06/2023

Shareholding in the Company	25,77,770 Equity Shares of Rs. 10/- each	34,26,700 Equity Shares of Rs. 10/- each	52,000 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, 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, Mr. Arnav Gupta (DIN: 09040096) is relative of Director i.e. Son of Mr. Abhishek Gupta (DIN: 01260263) and Ms. Sonika Gupta (DIN: 01527904) Directors of the Company			
No. of Meetings of the Board attended during the year	03	03	02			
List of other Companies in which Directorships held	1. Surevin Weartech Private Limited 2. Texit Private Limited 3. We Win Digital Private Limited	Nil	1. Zenstack Private Limited 2. Texit Private Limited 3. We Win Digital Private Limited			
List of Membership / Chairmanship in Committees of the Board of the Company	Chairmanship	Membership	Chairmanship	Membership	Chairmanship	Membership
	Corporate Social Responsibility Committee	Audit Committee	Nil	Stakeholders Relationship Committee	Nil	Nil
List of Membership / Chairmanship in Committees of the Board of Other Companies	Chairmanship	Membership	Chairmanship	Membership	Chairmanship	Membership
	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 2025-26. 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 2025-26, 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, 2025 till 31st March, 2026.

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) and Mr. Arnav Gupta (DIN: 09040096), 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.

Place: Bhopal

Date: 13th February, 2025

**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
Company Secretary & Compliance Officer**