



Windlas Biotech Limited

Reg. Off.: 40/1, Mohabewala Industrial Area
Dehradun, Uttarakhand 248 110, India
Tel.:+91-135-6608000-30, Fax:+91-135-6608199

Corp. Off.: 705-706, Vatika Professional Point, Sector-66,
Golf Course Ext. Road, Gurgaon, Haryana 122 001, India
Tel.:+91-124-2821030

CIN-L74899UR2001PLC033407

August 24, 2025

To
Listing / Compliance Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001

To
Listing / Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051

BSE CODE: 543329

NSE SYMBOL: WINDLAS

Dear Sir/ Madam,

Sub: Outcome of Nomination and Remuneration Committee Meeting

The shareholders of the Company have approved the ‘Windlas Plan 2025’ (“**Plan**”), including the maximum number of stock Units that may be granted **per employee and in aggregate**, as specified in point (i) of the salient features in the Explanatory Statement (Refer Item No. 7 & 8) annexed to the Annual General Meeting Notice dated May 22, 2025.

The approved limit reads as follows:

“The maximum number of Units under Plan that may be granted to each Employee in any year shall in aggregate not more than **3,15,000 (Three Lakhs Fifteen Thousand Only)** Units at the time of Grant of Units.”

While submitting the in-principle approval application to the stock exchanges in accordance with Regulation 10(b) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SBEB Regulations**”), the Company is required to provide certain disclosures, including details on the “Maximum number of options to be granted **per employee per grant and in aggregate**”.

To align with this regulatory requirement, the Nomination and Remuneration Committee (“**Committee**”) of the Board has approved certain amendments to **Sub-clause 3.2 of the Plan**, for the limited purpose of providing additional clarity regarding the quantum of Units that may be granted **per employee, per grant, per year**, without altering the limits approved by the shareholders.

Amendment to Sub-clause 3.2 of the Plan

Pre-amendment:

Sub-clause 3.2:

“The maximum number of Units under Plan that may be granted to each Employee in any year shall in aggregate not more than **3,15,000 (Three Lakhs Fifteen Thousand Only)** Units at the time of Grant of Units.”

Post-amendment:

Sub-clause 3.2:

*“The number of Units that may be granted under the Plan **per Employee and in aggregate (taking into account all grants)** for such Employee, shall not exceed **3,15,000 (Three Lakhs Fifteen Thousand)** Units per eligible Employee.*



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However, the Committee, pursuant to its resolution dated August 24, 2025], has resolved that the maximum number of Units that may be granted to any eligible Employee per grant per year shall not exceed 2,09,590 (Two Lakh Nine Thousand Five Hundred Ninety) Units.

Further, in case the number of Units per grant is equal to or exceeding 1% (one percent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant of Units, the Company shall ensure compliance with the provisions outlined in Sub-clause 3.3 of this Scheme and all other Applicable Laws”

The aforesaid amendment is **clarificatory in nature** and has been introduced solely to enable accurate and complete disclosures in the prescribed format to be submitted to the Stock Exchanges. It does **not alter the maximum limits** approved by the shareholders, which continue to apply **per employee and in aggregate**, in accordance with applicable legal and regulatory requirements.

The updated version of the Windlas Plan 2025 is also uploaded on the official website of the Company.

You are requested to take the same on record.

Thanking you,

Yours faithfully,

For Windlas Biotech Limited

Ananta Narayan Panda
Company Secretary & Compliance Officer