



Innovations & Mobility Limited

Ref: WIML/BSE/ASCR/MAY/2023

Date: 30<sup>th</sup> May, 2023

To  
Corporate Relations Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400 001.

Scrip Code: 538970

Ref: - Wardwizard Innovations & Mobility Limited.

Sub: Submission of Annual Secretarial Compliance Report for Year ended on 31<sup>st</sup> March, 2023 pursuant to Regulation 24A of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 24A of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019, we enclose the Annual Secretarial Compliance Report of Wardwizard Innovations & Mobility Limited dated 30th May, 2023, for the year ended on March 31st, 2023, issued by Mrs. Pooja Amit Gala, Practicing Company Secretaries, Secretarial Auditor of the Company.

Kindly take the same on your record.

Thanking you,  
For Wardwizard Innovations & Mobility Limited

Jaya Ashok Bhardwaj  
Company Secretary and Compliance Officer

Encl : As above

CIN No.- L35100MH1982PLC264042

Registered Office Address - Shop No-508, Swami Samarth Plaza Gantra Hospital, RRT Road, Mulund West Mumbai - 400080 Maharashtra India

Corporate Office - Survey 26/2, Opp, Pooja Farm, Sayajipura, Ajwa Road, Vadodara Gujarat - 390019, India

Email id - compliance@wardwizard.in | Website - www.wardwizard.in | Compliance No. - +91 9727755083 | HQ Number: 02668352000



**POOJA AMIT GALA**

Practicing Company Secretaries

Membership No: 69393/Cop No: 25845  
Peer Review Certificate No: 2423/2022

Vasantleela CHS, Aarti Bldg, Flat No 104,  
Ghodbunder Road, Thane West - 400615  
cspoojagala@gmail.com  
8355959800

**Secretarial Compliance Report of Wardwizard Innovations & Mobility Limited  
for the financial year ended 31<sup>st</sup> March, 2023.**

To,

**Wardwizard Innovations & Mobility Limited**

**CIN: L35100MH1982PLC264042**

**Registered Office: -508, Swami Samarth Plaza Gantra Hospital, RRT Road, Mulund West Mumbai MH 400080**

**Corporate Office: Survey 26/2, Opp, Pooja Farm, Sayajipura, Ajwa Road, Vadodara Gujarat - 390019, India.**

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Wardwizard Innovations & Mobility Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at **508, Swami Samarth Plaza Gantra Hospital, RRT Road, Mulund West Mumbai MH 400080** Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I **Pooja Amit Gala**, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by **Wardwizard Innovations & Mobility Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2023 ("Review Period") in respect of compliance with the provisions of:

- a. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");





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The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; - **Applicable to the Company during the period under review.**
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **Applicable to the Company during the period under review.**

**Funds raised by way of Rights Issue:**

The Company has raised fund through Rights Issue and complied with SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other provisions of applicable law. The Board of Directors of the Company approved at their meeting dated 12th December, 2022 has converted and allotted 24,91,631 partly paid up equity shares face value Re. 0.50/- into fully paid-up equity shares of face value Re. 1/- each against 56,70,303 partly paid-up equity shares (originally allotted as partly paid-up equity shares on 15th March, 2022) in pursuant to First and Final Call Money Notice dated Saturday 29th October, 2022 to the existing shareholders of the company whose name appeared on 28-10-2022 ( cut-off date) at issue price of Rs. 82/- per equity shares pursuant to letter of offer dated 18th January, 2022.

Further, Board of Directors of the Company at its Board Meeting held on 31st March, 2023 approved the conversion and allotment of 18,20,269 partly paid-up equity shares of face value Re. 0.50/- into fully paid-up equity shares of face value Re. 1/- each against 31,78,672 partly paid-up equity shares of the company (originally allotted as partly paid-up equity shares on 15th March, 2022) in pursuant to Final Call Money-Cum-Forfeiture Notice dated Monday 13th February, 2023. Further, Board of Directors of the Company at its Board Meeting held on 31st March, 2023 approved the forfeiture of 13,58,403 Partly paid-up Rights Equity shares, on which the holders thereof have failed to pay the balance call money of Rs. 41/- per share in pursuant to the Final Call Money-Cum-Forfeiture Notice dated Monday 13th February, 2023 and the forfeiture procedure is under process.

**Fund Arising Activities & Issuance of Securities by the Company**

The Board of Directors at its meeting held on 06th December, 2022 approved to raise funds to the tune of 150 Million USD or equivalent INR by way of issuance of any instruments and/or securities including fully or partly convertible debentures, Qualified Institutions Placement (QIP)/American Depository Receipts (ADRs)/Global Depository Receipts (GDRs) program or any combination/s thereof in one or more tranches as may be decided, subject to Shareholders' approval and receipt of other applicable Governmental/Regulatory/Statutory approvals, either by way of public issue, preferential allotment, private placement (including and or more qualified institutional placements) or through any other permissible mode and/or combination thereof as may be considered under applicable law/s to eligible investors. Further, the company took the approval from the Shareholders of the company at its extra ordinary general meeting held on 03rd March, 2023.

- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - **Applicable to the Company during the period under review.**





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- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not Applicable to the Company during the period under review.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - **Not Applicable to the Company during the period under review.**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable to the Company during the period under review.**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - **Not Applicable to the Company during the period under review.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; - **Applicable to the Company during the period under review**

The Company has declared Final dividend for financial year 2021-2022 during the AGM held on 30<sup>th</sup> August 2022 and the necessary compliances has been complied with on timely basis regarding the same.

The Company has maintained the structured Digital Database under Regulation 3(5) of SEBI (PIT) Regulations 2015.

- (i) Securities and Exchange Board of India (Depository and Participant) Regulation 2018. - **Applicable to the Company during the period under review.**

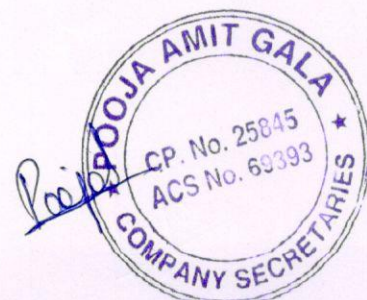
The Company has submitted the quarter disclosure under Regulation 74(5) and Regulation 76 to the BSE within the prescribed time.

- (j) Securities and Exchange Board of India (Procedure of Board Meeting) Regulation, 2001 - **Applicable to the company during the period under review**

and circulars/ guidelines issued thereunder;

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	Nil





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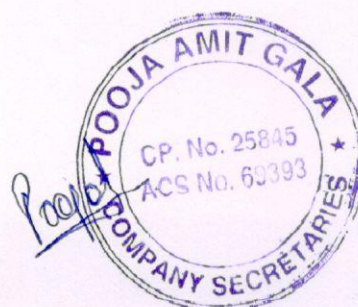
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2.	<b>Adoption and timely updating of the Policies:</b> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li><li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li></ul>	Yes  Yes	Nil  Nil
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"><li>The Listed entity is maintaining a functional website</li><li>Timely dissemination of the documents/information under a separate section on the website</li><li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website</li></ul>	Yes  Yes  Yes	Nil  Nil  Nil
4.	<b>Disqualification of Director:</b> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	Nil
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> <ul style="list-style-type: none"><li>(a) Identification of material subsidiary companies</li><li>(b) Disclosure requirement of material as well as other subsidiaries</li></ul>	Yes	Nil
6.	<b>Preservation of Documents:</b> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	Nil





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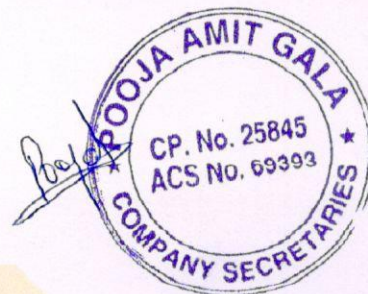
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7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	As informed by management, since performance evaluation report is confidential, hence the same was not reviewed by me.
8.	<b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes  NA	Nil  The Company has confirmed that except the list of related party provided to me, there are no related party transaction during the F.Y 2022-2023.
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	The Company has maintained the data in Structured Digital database (SDD) from the Quarter ended 31 <sup>st</sup> December, 2022.





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<b>11.</b>	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.	Not Applicable	As per the Confirmation provided to us by the Company there is no Action taken by SEBI or Stock Exchange
<b>12.</b>	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Not Applicable	As per the verification and confirmation provided to us by the Company, there is no additional non-compliance observed for any SEBI regulation /circular/guidance note, etc.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		





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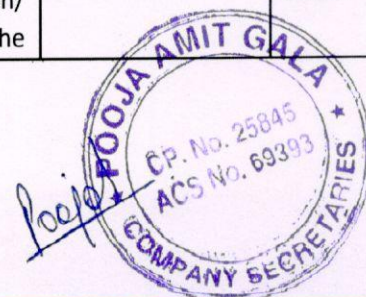
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	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	Not Applicable	As per the verification and confirmation provided to us by the Company, there is no change in the auditor during the period under review.
<b>2.</b>	<b>Other conditions relating to resignation of statutory auditor</b>		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the</p>	Not Applicable	As per the verification and confirmation provided to us by the Company, there is no change in the auditor during the period under review.







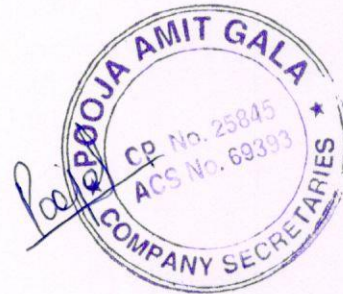
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	<p>management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	Not Applicable	<p>As per the verification and confirmation provided to us by the Company, there is no change in the auditor during the period under review.</p>





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- a. The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

- b. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										





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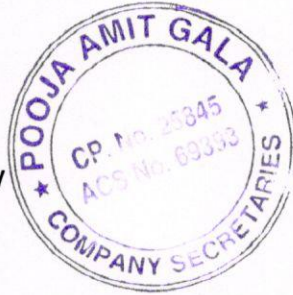
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I Further report that previous **Secretarial Auditor** of the company for financial year 2022-2023, **Mrs. Aparna Santoshkumar Tripathi** (Membership number 67594, COP 25278) has resigned due to pre occupation and I, **Pooja Amit Gala** (ACS 69393, COP 25845) has been **appointed** as a Secretarial Auditor to conduct the Secretarial Audit for Financial Year 2022- 2023 with effect from 01<sup>st</sup> August, 2022.

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Pooja Amit Gala  
Practicing Company Secretary  
ACS – 69393  
COP: 25845



Peer Review: 2423/2022

UDIN: A069393E000426376

Place: Thane

Date: 30-05-2023

*Disclaimer: - We have conducted the assignment by examining the secretarial records including Minutes, Documents, Registers and Other Records etc. received by way of electronic mode from the company and was randomly verified by us. The management has confirmed that the records submitted to us are True and Correct. This report is limited to statutory compliances on law / regulations / guidelines listed in our report which have been complied by the company pertaining to financial year 22-23. We are not commenting on the statutory compliances whose due dates are extended by Registrars from time to time or still there is time line to comply with such compliances.*