

# NOTICE

NOTICE IS HEREBY GIVEN THAT THE 40<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF WARDWIZARD INNOVATIONS & MOBILITY LIMITED WILL BE HELD ON TUESDAY, 30<sup>TH</sup> DAY OF AUGUST, 2022 AT 01:00 PM THROUGH VIDEO CONFERENCING ('VC)/OTHER AUDIO-VISUAL MEANS ('OAVM') FACILITY TO TRANSACT THE FOLLOWING BUSINESS:

## ORDINARY BUSINESS:

### ITEM NO. 1: ADOPTION OF THE AUDITED FINANCIAL STATEMENTS AS AT 31<sup>ST</sup> MARCH, 2022

#### ❖ To receive, consider and adopt:

Audited Standalone Financial Statements of the Company for the Financial Year ("FY") ended **31<sup>st</sup> March 2022**, together with reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ("FY") ended 31<sup>st</sup> March, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and is hereby considered and adopted."

### ITEM NO. 2: DECLARATION OF DIVIDEND\*

To Declare a Final Dividend on Equity Shares for the Financial Year ("FY") ended **31<sup>st</sup> March, 2022** and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** a dividend at the rate of ₹ 0.075/- per equity share @ 7.5% at par value of ₹ 1 each fully paid-up of the Company, and on a pro-rata dividend on the partly paid up equity shares of the company (that is, dividend in proportion to the amount paid up on such shares), as recommended by the Board of Directors, be and is hereby declared (excluding the Equity Share(s) upon which the member(s) has waived/ forgone his/her/their right to receive the dividend by him/them for financial year 2021-22) for the FY ended 31<sup>st</sup> March, 2022 and the same be paid out of the profits of the Company."

### ITEM NO. 3: APPOINTMENT OF MR. YATIN SANJAY GUPTA (DIN: 07261150) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint **Mr. Yatin Sanjay Gupta (DIN 07261150)**, who retires by rotation and, being eligible, offers himself for re-appointment in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of The Companies Act, 2013 ("The Act"), **Mr. Yatin Sanjay Gupta (DIN 07261150)**, who retires by rotation at this meeting, be and is hereby re-appointed as Director of the Company."

### ITEM NO. 4: RATIFICATION OF APPOINTMENT OF M/S. VCA & ASSOCIATES, CHARTERED ACCOUNTANTS, (FIRM REGISTRATION NO. – 114414W) AS STATUTORY AUDITORS OF THE COMPANY

To ratify the Appointment of Statutory Auditors and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139 (1) and applicable provisions, if any, of The Companies Act, 2013 ("The Act") and rules, circulars, notifications made/issued thereunder, including any amendments, modification, variation or re-enactment thereof, the appointment of **M/s. VCA & Associates, Chartered Accountants, (Firm Registration No. – 114414W)** as the Statutory Auditors of the Company, which has been approved at the Extra Ordinary General Meeting held on 18<sup>th</sup> January, 2020 for a term of 5 years, i.e., till the conclusion of Annual General Meeting of the Company to be held in the year 2024, be and is hereby ratified and to fix their remuneration.

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursement of out-of-pocket expenses and travelling expenses incurred in connection hereto, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors based on the recommendation of the Audit Committee."

## SPECIAL BUSINESS

### ITEM NO 5: TO RE-APPOINT MR. YATIN SANJAY GUPTA (DIN: 07261150) AS MANAGING DIRECTOR OF THE COMPANY

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

**"RESOLVED THAT** pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of The Companies Act, 2013 ("The Act"), as amended from time to time thereto and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, subject to such other consents and permission as may be necessary, and subject to such modifications, variations as may be approved and acceptable, approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Yatin Sanjay Gupta (DIN: 07261150) as Managing Director of the Company, whose office will be liable to determination by retirement by rotation, for a period of two years from 01<sup>st</sup> September, 2022 to 31<sup>st</sup> August, 2024 and payment of remuneration for the aforesaid period on the terms and conditions which are set out in Explanatory Statement annexed to the notice convening this meeting."

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment, the Managing Director shall be paid salary, perquisites and other allowances as set out in Explanatory Statement, as the minimum remuneration, subject to ceiling as specified in Schedule V of The Act from time to time and in accordance with the provisions of The Companies Act, 2013.”

**“RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby authorized to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

**ITEM NO. 6: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION (S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“The Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meeting of Board and its power) Rules, 2014 and Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and IND AS 24 and the rules framed thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, the Company’s Policy on Related

Party Transaction(s) and as per recommendation of Audit Committee and such other approvals as may be required, the consent of the Shareholders of the Company be and is hereby accorded for approval of material related party transaction(s), which term shall include any Committee thereof constituted/ to be constituted by the Board, to enter into such contract(s)/ arrangement(s)/ transaction(s) with “Related Parties” within the meaning of Section 2 (76) of The Act and Regulation 2 (1) (zb) of the Listing Regulations, to the extent of the maximum amounts as provided below, on such term(s) and condition(s) as the Board of Directors may deem fit, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at **ARM’S LENGTH BASIS** and in the **ORDINARY COURSE OF BUSINESS** of the Company for the Financial Year (“FY”) 2022-23 with respect to sale, purchase or supply of any good(s) or material(s), selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any service(s), appointment of agent for purchase or sale of good(s), material(s), service(s) or property or otherwise disposing of any good(s), material(s) or property or availing or rendering of any service(s), borrowings, advances or loans on such term(s) and condition(s) as the Board of Directors may deem fit or appointment of such related party(ies) to any office or place of profit in the Company for an amount which may exceed the threshold for material related party transaction(s), for the FY 2022-2023 on such term(s) and condition(s) as may be decided by the Board and recommended and reviewed by audit committee.

SR. NO.	NAME OF RELATED PARTY	RELATIONSHIP	NATURE OF TRANSACTION	TRANSACTION AMOUNT IN ₹	FINANCIAL YEAR
1	Mangalam Industrial Finance Limited	Mangalam Industrial Finance Limited is promoted by Mr. Venakata Ramana Revuru and Mr. Yatin Sanjay Gupte  Mr. Venakata Ramana Revuru and Mr. Yatin Sanjay Gupte are Business Partners	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2022-2023
2	I secure Credit and Capital service Limited (Formerly known as Orchid Securities Limited)	I Secure credit and Capital Service Limited is Promoted by Mr. Sojan Avirachan and Mr. Yatin Sanjay Gupte.  Mr. Sojan Avirachan and Mr. Yatin Sanjay Gupte are Business Partners	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2022-2023

**“RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby severally authorized to negotiate, finalize, vary, amend, renew and revise the terms and conditions of the transactions and enter into, sign, execute, renew, modify and amend all agreements, documents and letters thereof, from time to time and to do all acts deeds, things and matters and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution.”

**“RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution is hereby approved ratified and confirmed in all respects.”

**ITEM NO. 7: INCREASING BORROWING LIMITS OF THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180 OF THE COMPANIES ACT, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of The Companies Act, 2013 (“The Act”) read with Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, the consent of the Shareholders of the Company be and is hereby accorded to borrow such monies from banks, financial institution(s), foreign lender, anybody corporate entity(ies),

authority(ies) from time to time, with or without security, on such terms and conditions as it may consider fit notwithstanding that the amount to be borrowed together with amount already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of paid-up capital and free reserves and securities premium provided that the total amount that may be borrowed by the Board and outstanding at any point of time shall not exceed ₹ 100,00,00,000/- (Rupees One Hundred Crores Only). "

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf. "

**ITEM NO. 8: AUTHORISATION TO MAKE LOAN(S) AND GIVE GUARANTEE(S), PROVIDE SECURITY (IES) OR MAKE INVESTMENTS**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 186 read with Companies (Meetings of Board and its Power) Rules, 2014, Section 179 and other applicable provisions of The Companies Act, 2013 ("The Act") read with rules made thereunder (including any statutory modification (s) or re-enactment thereof for time being in force) and upon recommendation of the Board of Directors, the consent of Shareholders of the Company be and is hereby accorded to authorize the Board of Directors for making Investments in other bodies corporate / giving or granting Loans to any other person (s) or body corporate (s)/ providing Guarantees / Securities on behalf of loan availed by any other person (s) or body corporate (s), from time to time, on such terms and conditions and with or without security as the Board of Directors may think fit which, together with the investments made / loans given or granted / guarantees / securities already made by the Company, which may exceed 60% of paid up share capital and free reserves and securities premium OR 100% of free reserves and securities premium, that is to say, reserves not set apart for any specific purpose, whichever is more, provided that the total amount of investments made / loans given / guarantees / securities already made by the Company, shall not at any time exceed the limit of ₹ 100,00,00,000 /- (Rupees One Hundred Crores Only)."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to negotiate and settle the terms and conditions of the investments / loans / guarantees / securities which may be made by the Company from time to time, by the Company, finalize the agreements/ contracts and documents in this regard and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

**"RESOLVED FURTHER THAT** all Directors of the Company or Chief Financial Officer or Company Secretary be and are hereby severally authorized to sign such forms/returns and various documents as may be required to be submitted to the Registrar of Companies or such other authorities and to do all the acts, deeds and things which may be necessary to give effect to the above said resolution."

**ITEM NO.9: AUTHORISATION TO ADVANCE ANY LOAN OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013**

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

**"RESOLVED THAT** pursuant to Section 185 and all other applicable provisions of The Companies Act, 2013 ("The Act") read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by Company or any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested up to an aggregate sum of ₹ 100,00,00,000/- (Rupees One Hundred Crores Only), in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, Investment, Corporate Guarantee and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**For Wardwizard Innovations & Mobility Limited**

Sd/-  
**Yatin Sanjay Gupte**  
Managing Director  
DIN: 07261150

Sd/-  
**Sanjay Mahadev Gupte**  
Executive Director  
DIN: 08286993

Place: Vadodara  
Date: 01<sup>st</sup> August, 2022

**\* The actual equity dividend to be declared by the shareholders at the 40<sup>th</sup> Annual General Meeting will be for only equity shares other than the equity shares in respect of which the equity shareholder(s) has/have waived/forgone his/her/their right to receive the dividend for the Financial Year ended 31<sup>st</sup> March, 2022 in accordance with the Rules framed by the Board as per Note hereinafter appearing.**

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

[PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]

Particulars	
<b>Name</b>	Mr. Yatin Sanjay Gupte
<b>Fathers' Name</b>	Mr. Sanjay Mahadev Gupte
<b>DIN</b>	07261150
<b>Date of Birth/ Age</b>	15 <sup>th</sup> August, 1978 /44 Years
<b>Qualification</b>	Master of Business Administration
<b>Expertise in specific functional areas/ Experience</b>	Sales & Marketing, Business Development, Client Servicing, Renewals, Operations, Insurance
<b>Date of First Appointment on the Board of the Company</b>	03 <sup>rd</sup> October, 2019
<b>No. of shares held in own name or in the name of relatives</b>	Shareholding as on 31 <sup>st</sup> March, 2022: No. of shares: 9,24,88,000 (Mr. Yatin Sanjay Gupte) No. of shares: Nil (Mr. Sanjay Mahadev Gupte (Father))
<b>Terms and conditions of his Re-appointment</b>	During the continuance of his tenure as a Managing Director, he shall devote the whole of his time to the business of the Company and shall use his best endeavors to promote the interests and welfare of the Company. The Managing Director shall perform his duties subject to the superintendence, control and direction of the Board of Directors of the Company. The Period of appointment of the Managing Director is from 01 <sup>st</sup> September, 2022 to 31 <sup>st</sup> August, 2024 (Two Years).
<b>Details of Remuneration</b>	₹ 5,00,000/- Per Month or ₹ 60,00,000/- Per Annum
<b>Directorship in Other Companies (excluding this Company, foreign companies and Section 8 companies)</b>	<ol style="list-style-type: none"> <li>1) Mangalam Industrial Finance Limited</li> <li>2) I Secure Credit &amp; Capital Services Limited (Formerly Known as Orchid Securities Limited)</li> <li>3) Vegetable Products Limited</li> <li>4) Wardwizard Medicare Private Limited</li> <li>5) Wardwizard Solutions India Private Limited</li> </ol>
<b>Number of Meetings of the Board attended during the year</b>	15 Board Meetings
<b>Membership/Chairmanship of the Committee including this listed entity</b>	<ol style="list-style-type: none"> <li>1. Wardwizard Innovations &amp; Mobility Limited: - <ol style="list-style-type: none"> <li>a) Audit Committee- Member</li> <li>b) Risk Management Committee - Member</li> <li>c) Right Issue Committee – Chairperson</li> <li>d) Corporate Social Responsibility Committee-Chairperson</li> </ol> </li> <li>2. Mangalam Industrial Finance Limited: - <ol style="list-style-type: none"> <li>a) Audit Committee - Member</li> <li>b) Stakeholder Relationship Committee (SRC) - Member</li> </ol> </li> <li>3. Vegetable Products Limited <ol style="list-style-type: none"> <li>a) Audit Committee – Member</li> </ol> </li> </ol>

- Note: For other details such as the number of meetings of the Board / Committee attended during the year, remuneration drawn in respect of the above Director, please refer to the Corporate Governance Report, which forms part of the Annual Report.

**NOTES:**

- In view of the ongoing COVID-19 pandemic, social distancing norms to be followed and pursuant to General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020 read with General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 read with General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021 and 20/2021 dated 8<sup>th</sup> December, 2021 and 3 /2022 dated 5<sup>th</sup> May, 2022 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 read with Circular No. SEBI/



HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") and in compliance with the provisions of The Act and Listing Regulations, the forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of the members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/ OAVM.

- 2) The Members can join the AGM through VC/OAVM 15 minutes before the scheduled time of the commencement of the Meeting and during the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 3) Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
- 4) Members are informed that in case of joint holders attending the Meeting, only such joint holder whose name stands first in the Register of Members of the Company/ list of Beneficial Owners as received from National Securities Depository Limited ("NSDL") /Central Depository Services (India) Limited ("CDSL") (collectively referred to as "Depositories") in respect of such joint holding will be entitled to vote.
- 5) Generally, a member entitled to attend and Vote at the meeting is entitled to appoint a proxy to attend and vote on a Poll instead of himself and the Proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, Physical Attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the proxy form and attendance slip are not annexed hereto.
- 6) **Mrs. Pooja Amit Gala**, a Practicing Company Secretary (Membership No. 69393), has been appointed as "Scrutinizer" to scrutinize the e-Voting process and voting at the AGM in a fair and transparent manner and he has communicated his willingness to be appointed.
- 7) In pursuance of Section 112 and Section 113 of The Companies Act, 2013 ("the Act"), representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/ OAVM and cast their votes through e-voting. Institutional / Corporate Members intending to appoint Authorized Representative to attend and vote on their behalf at the AGM are required to send a scanned copy (PDF/JPG format) of its Board or Governing body resolution /authorization letter etc. authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting at least 48 hours before the AGM. The said resolution / authorization shall be sent to the scrutinizer by e-mail through its registered e-mail address to [cspooljagala@gmail.com](mailto:cspooljagala@gmail.com) or upload on the VC portal / e-voting portal i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 8) The Explanatory Statement pursuant to Section 102(1) of The Act relating to the business to be transacted at the AGM is annexed hereto.
- 9) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of **23<sup>rd</sup> August, 2022**. Members shall have one vote for every one fully paid share of the Company held by them as on the cut-off date. Members can vote for their entire voting rights as per their discretion.
- 10) Pursuant to the MCA Circulars, the Notice of the AGM is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company /Depositories. Copy of the Notice of the AGM is also available for download on the website of the Company at [compliance@wardwizard.in](mailto:compliance@wardwizard.in), the e-voting portal i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and on the websites of the Stock Exchanges, i.e., BSE at [www.bseindia.com](http://www.bseindia.com).
- 11) Members who have not registered their email addresses with the Company/ RTA or their Depositories for receiving all communication (including Notice and Annual Report) from the Company electronically can get the same registered as follows:
  - i. Members holding shares in physical mode and who have not registered/ updated their email addresses with the Company/ RTA are requested to register by visiting <https://www.purvashare.com/email-and-phone-updation/>.
  - ii. Members holding shares in dematerialized mode are requested to register/ update their email addresses with the relevant Depositories.
- 12) Members will be able to attend AGM through VC/ OAVM by logging on to the e-voting website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) by using their e-voting login credentials. On this webpage, click on the tab Shareholders / Members, the Video Conferencing/ webcast link would be available.
- 13) Members who would like to express their views/ ask questions during the AGM may register themselves as a speaker by sending their request in advance at least seven days before the AGM. Members who do not wish to speak during the AGM but have queries may send their queries, mentioning the name, securities demit account number/ folio number, email id, mobile number to [compliance@wardwizard.in](mailto:compliance@wardwizard.in) send their queries in advance 7 days prior to meeting.
- 14) Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM for a maximum time of 2 (Two) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.

- 15) Members who are present in the meeting through VC / OAVM and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
- 16) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- 17) The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 24<sup>th</sup> August, 2022 to Tuesday, 30<sup>th</sup> August, 2022 (both days inclusive) for the purpose of determining payment of dividend.
- 18) The relevant information of the Directors seeking re-appointment, as required under Regulation 36(3) of the Listing Regulations read with revised Secretarial Standard-2 (SS-2) on General Meetings, is provided in section relating to the Corporate Governance. Requisite declarations have been received from the Directors for seeking re-appointment.
- 19) Dividend on Equity Shares as recommended by the Directors, if declared at this AGM, will be paid within a period of 30 days from the date of declaration to those Members whose names appear on the Company's Register of Members at the close of business on Tuesday, 23<sup>rd</sup> August, 2022.
- 20) Dividend payment:
- Members holding shares in electronic mode may please note that the dividend payable to them would be paid through National Electronic Clearing Services (NECS) at the available RBI locations. The dividend would be credited to their bank account as per the mandate given by the Members to their Depository Participants. In absence of availability of NECS facility, the dividend will be paid through warrants and the bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable regulations.
  - In respect of shares held in physical form, Members desirous of receiving dividend by way of direct credit to their bank accounts through NECS may authorize the Company with their NECS mandate. The shareholders desirous of obtaining the NECS mandate may download it from the website of the Company at [compliance@wardwizard.in](mailto:compliance@wardwizard.in).
- 21) Members who have not encashed dividend warrant(s) for the subsequent years are requested to Contact Company Secretary at the registered of the Company, for seeking issue of duplicate warrant(s). The details of the unpaid / unclaimed dividend as on 31<sup>st</sup> March, 2022 are available on the Company's website viz., [compliance@wardwizard.in](mailto:compliance@wardwizard.in).
- 22) As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred / transmitted / transposed only in dematerialized form with effect from, 01<sup>st</sup> April, 2019. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
- 23) Pursuant to Finance Act, 2020, dividend income will be taxable to the shareholders w.e.f. 01<sup>st</sup> April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to The Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/Purva Share Registry Private (I) Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No.15G/15H, to avail the benefit of non-deduction of tax at source by visiting on the Company's Registrar & Share Transfer Agents, Purva Share Registry Private (I) Limited at [www.purvashare.com](http://www.purvashare.com) latest by 5:00 p.m. on 23<sup>rd</sup> August, 2022.
- 24) Members are requested to notify immediately:
- Any change in their residential address.
  - Income-tax Permanent Account Number (PAN).
  - Bank details- Name and address of the bank A/c no.; type of A/c.

#### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on **27<sup>th</sup> August, 2022 at 09:00 A.M.** and ends on **29<sup>th</sup> August, 2022 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., **23<sup>rd</sup> August, 2022**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **23<sup>rd</sup> August, 2022**.

#### How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

##### Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, 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 in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> 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 <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e., NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="486 1041 986 1339" data-label="Image"> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e., NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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 i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.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, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:
  - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, home page of e-Voting will open.

### Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

#### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders

1. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(is) who are authorized to vote, to the Scrutinizer by e-mail to [cspoojagala@gmail.com](mailto:cspoojagala@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e., **23<sup>rd</sup> August, 2022** may obtain the login ID and password by sending a request at

[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. **1800 1020 990 and 1800 22 44 30**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., **23<sup>rd</sup> August, 2022** may follow steps mentioned in the Notice of the AGM/EOGM under Step 1: “Access to NSDL e-Voting system” (Above).

3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [compliance@wardwizard.in](mailto:compliance@wardwizard.in) (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [compliance@wardwizard.in](mailto:compliance@wardwizard.in) (Company email id). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EOGM/AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EOGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EOGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EOGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EOGM/AGM. However, they will not be eligible to vote at the EOGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EOGM/AGM shall be the same person mentioned for Remote e-voting.

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EOGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EOGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join Meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [compliance@wardwizard.in](mailto:compliance@wardwizard.in) (company email id) latest by 05:00 p.m. (IST) on **Thursday 23<sup>rd</sup> day of August, 2022**. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good internet speed.
8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

Members who need assistance before or during the AGM/EOGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call 1800 1020 990 / 1800 22 44 30.

# ANNEXURE TO NOTICE

## EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013

As required by section 102 of the Companies Act, 2013, the following explanatory statements sets out all material facts relating to the business mentioned under Item Nos. 5 and 9 of the accompanying notices:

### ITEM NO: 5 – TO RE-APPOINT MR. YATIN SANJAY GUPTA (DIN: 07261150) AS MANAGING DIRECTOR OF THE COMPANY

The term of office of Mr. Yatin Sanjay Gupte as Managing Director of the Company is due to expire on 08<sup>th</sup> October, 2022. The Board of Directors in its meeting which was held on 01<sup>st</sup> August, 2022 decided to re-appoint Mr. Yatin Sanjay Gupte as Managing Director of the Company for a period of 2 (two) years from 01<sup>st</sup> September, 2022 to 31<sup>st</sup> August, 2024, based on terms & conditions as approved by the Board. The present proposal is to seek the Shareholders' approval for the re-appointment of Mr. Yatin Sanjay Gupte as the Managing Director in terms of the applicable provisions of The Companies Act, 2013.

The payment of remuneration has been approved by the Nomination & Remuneration Committee in its meeting held on 01<sup>st</sup> August, 2022 & subsequently by the Board of Directors in its Board Meeting held on the same date. Therefore, the Board proposes to seek approval of the Shareholders of the Company.

#### Brief Profile of Mr. Yatin Sanjay Gupte

He has more than 25 years of experience in the areas of Sales & Marketing Business Development, client Servicing, Renewals and Operation, Insurance (including 11 years of experience in Insurance). He is Master of Business Administration in Insurance from Bhartiya Shiksha Parishad, Uttar Parishad.

The Company has entered into an agreement with Mr. Yatin Sanjay Gupte for his designation as Managing Director in the Company, inter alia, the terms of remuneration referred to below and the powers and authorities delegated to him. A copy of the said agreement is available for inspection by the members during business hours on any working day between 10.00 a.m. to 12.00 noon at the corporate office of the Company up to the date of the meeting. He also confirms the terms set out in the agreement as well as in explanatory statement which are as follows:

Brief terms and conditions including remuneration as Managing Director are as follows:

- Salary: Salary has been approved as ₹ 5, 00,000/- per month or ₹ 60, 00,000/- per annum and will be subject to revision from time to time by Remuneration Committee/ Board of Directors.

In addition to above, the director of the company is also entitled to perquisites as under:

- Commission: Payable for each financial year, subject to such ceilings as may be set out in The Companies Act, 2013 and subject to such ceiling as may be fixed by the Board of Directors from time to time. The amount of

commission shall be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders.

- Reimbursement of actual travelling expenses for proceeding on leave from Vadodara to any place in India and return there from once a year in respect of him and family.
- Free use Company's car with driver for company's business.
- Free Telephone facility at residence and Mobile Telephone but personal long-distance calls will be billed to the Managing Director.
- Reimbursement of entertainment expenses incurred in the course of business of the Company.
- Cost of insurance cover against the risk of any financial liability or loss because of any error of judgment, wrongful act or such other reason as may be approved by the Board of Directors from time to time.
- Personal accident insurance policy in accordance with the scheme applicable to senior employees.
- Cost of medical insurance cover for self and family for medical expenses in India or abroad including hospitalization and in case of medical treatment abroad, all expenses including air-fare, boarding/lodging expenses for patient and attendant.
- Reimbursement of membership fees for clubs in India or abroad, including any admission/ life membership fees.
- Subject to any statutory ceiling/s the Managing Director may be given any other allowances, perquisites, benefits and facilities as the Board of Directors from time to time may decide.
- Valuation of Perquisites: Perquisites/allowances shall be valued as Income Tax Rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.
- Minimum remuneration: In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Managing Director shall, subject to the approval of the Central Government, if required, be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to The Companies Act, 2013, from time to time.
- Computation of ceiling: The contribution to provident and superannuation funds; gratuity payable & encashment of leave shall not be included in the computation of perquisites for the purposes of the ceiling
- The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors/Nomination & Remuneration Committee as it may in its discretion, deem fit within the maximum amounts payable to Managing Directors in accordance with schedule V of The Companies Act, 2013 or any other amendments made hereafter in this Regard.

- The Appointment of Managing Director can be terminated either by the Company or by him, by giving to the other 3 months' notice in writing.

Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of Director	Yatin Sanjay Gupte
Fathers' Name:	Sanjay Mahadev Gupte
Date of Birth:	15 <sup>th</sup> August, 1978
First Appointment on Board:	03 <sup>rd</sup> October, 2019
Nature of his expertise in specific functional areas:	Sales & Marketing, Business Development, Client Servicing, Renewals and Operations, Insurance
Years of Experience:	More than 25 Years
Qualification:	Master of Business Administration
Number of Meetings of the Board attended during the year	15 Meetings
Directorship in Other Companies (excluding this Company, foreign companies and Section 8 companies)	1) Mangalam Industrial Finance Limited 2) I Secure Credit & Capital Services Limited (Formerly Known as Orchid Securities Limited) 3) Vegetable Products Limited 4) Wardwizard Medicare Private Limited 5) Wardwizard Solutions India Private Limited
Name of other public limited Companies, where he is Director including this listed entity	1) Wardwizard Innovations & Mobility Limited 2) Mangalam Industrial Finance Limited 3) I Secure Credit & Capital Services Limited (Formerly Known as Orchid Securities Limited) 4) Vegetable Products Limited
Membership/Chairmanship of the Committee including this listed entity	1. Wardwizard Innovations & Mobility Limited: - a) Audit Committee- Member b) Risk Management Committee - Member c) Right Issue Committee – Chairperson d) Corporate Social Responsibility Committee-Chairperson 2. Mangalam Industrial Finance Limited: - a) Audit Committee - Member b) Stakeholder Relationship Committee (SRC) - Member 3. Vegetable Products Limited a) Audit Committee – Member
No. of shares held in own name or in the name of relatives:	Shareholding as on 31 <sup>st</sup> March, 2022: No. of shares: 9,24,88,000 (Mr. Yatin Sanjay Gupte) No. of shares: Nil (Mr. Sanjay Mahadev Gupte (Father))
Last Drawn remuneration:	₹ 5,00,000/- Per Month or ₹ 60,00,000/- Per Annum
Relationship with other Directors and KMP:	Mr. Sanjay Mahadev Gupte, Executive Director – Father

This resolution is being proposed as a special resolution in view of the relevant provisions of Schedule V to the Companies Act requiring a special resolution where the ceiling has to be doubled and for payment of minimum remuneration in the event of loss or inadequacy of profits. Your Directors recommended that proposed resolution is required to be passed as Special Resolution under Section 196, 197, 198 and 203 read with Schedule V of The Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mr. Yatin Sanjay Gupte and Mr. Sanjay Mahadev Gupte to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution.

**ITEM NO: 6 - APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION (S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015**

Mr. Yatin Sanjay Gupte, is a common director, promoter and member of the Mangalam Industrial Finance Limited and I- Secure Credit and Capital Service Limited (Formerly known as Orchid Securities Limited). Mr. Vettukallel Avirachan Sojan is a Managing director and Promoter of I- Secure Credit and Capital Service Limited (Formerly known as Orchid Securities Limited), and Mr. Venkataramana Revuru is a Managing director and promoter of Mangalam Industrial Finance Limited.

Mr. Vettukallel Avirachan Sojan and Mr. Venkataramana Revuru and Mr. Yatin Sanjay Gupte are business partners and they are not related to each other and these Companies are related party as per section 2 (76) of The Companies Act, 2013.

The list of related parties are as follows, with whom Company may enter into business transaction (s) during the year 2022-23:

Sr. No.	NAME OF RELATED PARTY	RELATIONSHIP	NATURE OF TRANSACTION	TRANSACTION AMOUNT (IN ₹)	FINANCIAL YEAR
1	Mangalam Industrial Finance Limited	Mangalam Industrial Finance Limited is promoted by Mr. Venakata Ramana Revuru and Mr. Yatin Sanjay Gupte  Mr. Venakata Ramana Revuru and Mr. Yatin Sanjay Gupte are Business Partners	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2022-2023
2	I Secure Credit and Capital service Limited (Formerly known as Orchid Securities Limited)	I Secure credit and Capital Service Limited is Promoted by Mr. Sojan Avirachan and Mr. Yatin Sanjay Gupte.  Mr. Sojan Avirachan and Mr. Yatin Sanjay Gupte are Business Partners	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2022-2023

Moreover, the estimated value of the transaction(s) relating to ongoing sale, purchase or supply of any good(s) or material(s), selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any service(s), appointment of agent for purchase or sale of good(s), material(s), service(s) or property or otherwise disposing of any goods, materials or property or availing or rendering of any services, borrowings and advances or loans on such term(s) and condition(s) as the Board of Directors may deem fit or appointment of such related party to any office or place of profit in the Company for an amount during the financial year 2022-23 as mentioned in the below list are likely to exceed the threshold prescribed under section 188 of the Companies Act, 2013, read with the rules made there and under Regulations 23 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and will be considered material and therefore would require the approval of shareholders of the Company by a Special Resolution.

The particulars of the Contract (s) /Arrangement (s) /transaction (s) Pursuant to sub-rule (3) of Rule 15 of Companies (Meetings of the Board and its Powers) Rules, 2014 read along with recommended by audit committee grant the omnibus approval as per Regulations 23 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular no SEBI/HO/CFD/CMD/CIR/P/2021/662 dated 22<sup>nd</sup> November, 2021.

The particulars of transaction to be entered into by the Company with related parties are as under:

Sr. No.	Particulars	Details
1	Name of the Related Party	Mangalam Industrial Finance Limited  I secure Credit and Capital service Limited (Formerly known as Orchid Securities Limited)
2	Name of the Director or KMP who is related	Mr. Yatin Sanjay Gupte is promoter and director of Mangalam Industrial Finance Limited  Mr. Yatin Sanjay Gupte is promoter and director of I- Secure Credit and Capital Service Limited
3	Nature of Relationship (including nature of interest, financial or otherwise)	NIL  NIL
4	Nature of Transactions	As per Section 188 and RPT policy of the Company
5	Tenure of Transaction	FY 2022-23  FY 2022-23
6	Maximum value of Transactions during Financial Year 2022- 23	₹ 10 Crores  ₹ 10 Crores
7	Type, Material terms and particulars of the proposed transaction	(A)Borrowings (Loans and Advances) during the financial year 2022-23 on such term(s) and condition(s) as the Board of Directors may deem fit.



Sr. No.	Particulars	Details	
8	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	25%	25%
9	Percentage of the listed entity's Subsidiary - annual standalone turnover, for the immediately preceding financial year, that is represented by the value of the proposed Transaction (In case of RPT involving a Subsidiary).	Not Applicable	Not Applicable
10	Details of the source of funds if the transaction related to any loans, inter corporate deposits, advances or investments made or given by listed entity or its subsidiary.	Not Applicable	
11	Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments	No	No
12	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	Unsecured Working capital loan/Term Loan for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates.	
13	The purpose for which the funds will be utilized by the ultimate beneficiary pursuant to the RPT	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party	As per requirement
14	Justification as to why the RPT is in the interest of the listed entity;	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity.	
15	Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant/ important information forms a part of this Explanatory statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.	

# Percentage mentioned in the Explanatory Statement are rounded off.

Members may note that these Related Party Transaction(s)/ contract(s)/ arrangement(s), placed for members' approval, shall, at all times, be subject to prior approval of the Audit Committee of the Company and shall continue to be in the ordinary course of business and at arm's length and have a significant role in the Company's operations. In view of the above, the Board of Directors recommends passing the resolution stated in the accompanying Notice as a Special Resolution.

Any subsequent material modifications in the proposed transactions, as may be defined by the Audit Committee as a part of Company's Policy on Related Party Transactions, shall be placed before the members for approval, in terms of Regulation 23(4) of the Listing Regulations.

Further, as per Regulation 23 (7) of the Listing Regulations, all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not.

None of the Directors / Key Managerial Personnel except Mr. Yatin Sanjay Gupte, Managing Director is concerned or interested, financially or otherwise in the resolution except to the extent of their shareholding in the Company, if any.

#### **ITEM NO: 7 -: INCREASING BORROWING LIMITS OF THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180 OF THE COMPANIES ACT, 2013**

As per the provisions of Section 180(1)(c) of The Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Shareholders in the General Meeting by a Special Resolution, borrow the monies apart from temporary loans (loans viz., means loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature) where the monies to be borrowed together with the monies already borrowed does not exceed ₹ 100,00,00,000/- (Rupees One Hundred Crores Only) from banks, Financial Institution(s),

foreign lender(s), anybody corporate entity (ies), authority(ies) in the ordinary course of business. Hence your approval is sought, to authorize the Board to borrow monies as aforesaid borrowings limits. In compliance with the general circular issued by the MCA, this item is considered unavoidable and forms part of this Notice.

None of the directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding.

**ITEM NO: 8 - AUTHORISATION TO MAKE LOAN(S) AND GIVE GUARANTEE(S), PROVIDE SECURITY (IES) OR MAKE INVESTMENTS**

The Company has been making investments in, giving loans and guarantees and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary or associates, if any) for the purpose of their business activities, from time to time, in compliance with the applicable provisions of the Act. The Board of Directors intends to provide loan, investment, guarantee and security to other person(s) and/or Body Corporate(s) in view of company's strategic plans.

Hence, as per sub section (2) & (3) of Section 186 of The Companies Act, 2013, a Company is required to obtain the prior approval of the members through special resolution, in case the Company wants to-

- a. Give any loan to any person or other body corporate
- b. Give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c. Acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

Exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account or 100% of its free reserve and securities premium account, whichever is more.

Your company is growing and therefore in order capitulate the various opportunities of the prevailing industry, the Board of directors is seeking approval of the members pursuant to section 186 of The Act over and above the limit as specified in the resolution at item No 8.

None of the directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding.

The Board commends the passing of the special resolution set out at item No. 8 of accompanying notice.

**ITEM NO. 9 - AUTHORISATION TO ADVANCE ANY LOAN OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013**

As per Section 185 of the Companies Act, 2013 a company may advance any loan including any loan represented by a book debt, or give guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that:

- a. Special Resolution is passed by the Company in general meeting
- b. The loans are utilized by the borrowing company for its principal business activity.

The Loan amount to the extent of ₹ 100 Crore (Rupees One hundred Crore) to be lent and will be used by the borrowing company for the purpose of its principle business activity.

All relevant documents considered at the meeting can be inspected at the office hours on working days at the corporate office of the company.

None of the directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding.

The Board commends the passing of the special resolution set out at item No. 9 of accompanying notice.

**For Wardwizard Innovations & Mobility Limited**

Sd/-  
**Yatin Sanjay Gupte**  
Managing Director  
DIN: 07261150

Sd/-  
**Sanjay Mahadev Gupte**  
Executive Director  
DIN: 08286993

Place: Vadodara  
Date: 01<sup>st</sup> August, 2022