

Date: 05th SEPTEMBER, 2025

REF: WIML/BSE/AGM NOTICE/SEPTEMBER/2025

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

BSE Scrip Code: 538970
Scrip ID: WARDINMOBI

Sub: Submission of Notice of the 43rd Annual General Meeting ("AGM") of the Wardwizard Innovations & Mobility Limited ("The Company") for the Financial Year ended 31st March, 2025

Dear Sir/Madam,

In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, we wish to inform you that our company's **43rd Annual General Meeting (AGM)** will be held on **Tuesday, September 30, 2025, at 13:00 P.M (IST)**. The meeting will be conducted via **Video Conferencing (VC) or Other Audio-Visual Means (OAVM)**, in line with the latest circulars from the Ministry of Corporate Affairs (MCA) and Listing Regulations.

The company has set **Tuesday, September 23, 2025**, as the **cut-off date** to determine which members are eligible to vote on the resolutions presented in the AGM Notice.

In this regard, kindly take note of the details in relation to the 43rd AGM of the Company:

Sr. No	Particulars	Details
1	Cut-off date for eligibility of e-voting	Tuesday, 23 rd September, 2025
2	Remote e-voting period	
	Commencement of remote e-voting period	9.00 A.M (IST) on Saturday, 27 th September, 2025
	Conclusion of remote e-voting period	5.00 P.M (IST) on Monday, 29 th September, 2025
3	Book Closure dates	Thursday, 25 th September, 2025 to Tuesday, 30 th September, 2025 (both days inclusive)
4	Record date for determining eligibility for Payment of Dividend	Friday, 19 th September, 2025

Kindly take the above information on your record.

Thanking you,

For WARDWIZARD INNOVATIONS & MOBILITY LIMITED

JAYA ASHOK BHARDWAJ
COMPANY SECRETARY AND COMPLIANCE OFFICER

Notice

NOTICE IS HEREBY GIVEN THAT THE 43RD (FORTY THIRD) ANNUAL GENERAL MEETING ("AGM"/" MEETING") OF THE EQUITY SHAREHOLDERS OF THE WARDWIZARD INNOVATIONS & MOBILITY LIMITED ('THE COMPANY'), WILL BE HELD ON TUESDAY, 30TH DAY OF SEPTEMBER, 2025 AT 13:00 (IST) THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO-VISUAL MEANS ("OAVM") FACILITY, TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- a) The **Audited Standalone Financial Statements** of the Company for the **Financial Year (F.Y) ended 31st March, 2025**, together with the Reports of the Board of Directors and Auditors thereon; and
- b) The **Audited Consolidated Financial Statements** of the Company for the **Financial Year ended 31st March, 2025**, together with the Reports of the Auditors thereon.

2. To declare final dividend at the rate of ₹ 0.10/- (Ten paise only) (10%) per Equity Shares of face value of ₹ 1/- each, fully paid up, for the Financial Year 2024-2025.

3. To appoint a director in place of Mr. Yatin Sanjay Gupte (DIN: 07261150) as Director of the Company, who retires by rotation and being eligible, offers himself for the re-appointment.

SPECIAL BUSINESS:

1. To appoint Mr. Kamal A. Lalani, Practicing Company Secretary, as Secretarial Auditor of the Company for a term of 5 (five) consecutive years and fix his remuneration:

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204 and all other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (Listing Regulations), as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force); and based on the recommendations of the Audit Committee and approval of the Board of Directors of the Company, the consent of the members of the Company, be and is hereby accorded for appointment of **Mr. Kamal A. Lalani, Peer Reviewed Practicing Company Secretary, (Membership No: A37774) (COP No: 25395) Peer Review No: 6618/2025** as the Secretarial Auditor of the Company for a term of 5 (Five) consecutive financial years commencing from 2025- 2026 till 2029-2030 so as to hold office from the conclusion of 43rd Annual General Meeting (AGM) till the conclusion of the 48th AGM, to conduct Secretarial Audit, on such terms & conditions including remuneration, as may be determined by the Board of Directors (hereinafter referred to as the "Board" which term shall include any Committee of the Board) of the Company, in consultation with the Audit Committee and Secretarial Auditor, plus applicable Goods and Services Tax and reimbursement of traveling and out of pocket expenses incurred by him for the purpose of audit.

RESOLVED FURTHER THAT approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to the aforesaid resolution."

By order of the Board of Directors
For Wardwizard Innovations & Mobility Limited

Sd/-

Jaya Ashok Bhardwaj

Company Secretary & Compliance Officer
Membership No. ACS 37912

Place: Vadodara

Date: 01st September, 2025

Registered Office: Office No. 4604, 46th Floor Kohinoor Square, Kelkar Marg, Shivaji Park, Dadar (West) Nr. R.G. Gadkari Chock, Mumbai, Maharashtra- 400028, India
CIN: L35100MH1982PLC264042
Tel: +91 6358849385
E-mail: compliance@wardwizard.in
Web: www.wardwizard.in

Notes:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 2/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, and other applicable circulars and notifications issued in this respect latest being Circular No. 09/2024 dated September 19, 2024 (hereinafter collectively referred to as the "MCA Circulars") inter-alia, allowed conducting AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") facility. The Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 and other applicable circulars issued by the SEBI (hereinafter collectively referred to as the "SEBI Circulars") has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In compliance with aforesaid Circulars, provisions of the Companies Act, 2013 ("Act") and the SEBI Listing Regulations, the 43rd AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of Members at a common venue. The deemed venue for the 43rd AGM shall be the Registered Office of the Company.
2. The Explanatory Statement pursuant to Section 102(1) of the Act with respect to the Special Business to be transacted at the meeting as set out in the Notice is annexed hereto.

Further, the relevant details with respect to "Director seeking re-appointment at this AGM" as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (ICSI) as approved by the Central Government, is also annexed to this Notice.
3. Since this AGM is being held through VC/OAVM, pursuant to the Circulars, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

However, the Body Corporates are entitled to appoint authorized representatives to attend the 43rd AGM through VC/OAVM and participate there at and cast their vote through e-voting.
4. Members of the Company under the category of Institutional Investors/Corporate Members are encouraged to attend and vote at the AGM through VC. Institutional Investors/Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/authorization letter to the Company at its registered email address to compliance@wardwizard.in.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Company has fixed Tuesday, 23rd September 2025 as Cut-off date for determining entitlement for remote e-voting as well as e-voting of shareholders holding shares in physical or dematerialized form.
7. Any person who acquires shares of the Company and becomes a shareholders of the Company after sending of the Notice and holding shares as of the cut-off date of e-voting, may obtain the login ID and password by sending a request to evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
8. The Company has been maintaining, inter alia, statutory registers at its corporate office at Survey 26/2, Opp. Pooja Farm, Sayajipura, Ajwa Road, Vadodara, Gujarat – 390019, India. In accordance with the MCA circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available physically at the Corporate Office of the Company for inspection to the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without payment of any fee by the members from the date of circulation of this Notice up to the date of AGM i.e. Tuesday, 30th September, 2025. Members seeking to inspect such documents can send an email to compliance@wardwizard.in.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has appointed National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL. Shareholders who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by shareholders holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. 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.

10. Dividend payment:

The Board of Directors of the Company at its meeting held on 30th April, 2025 has recommended a final dividend of ₹ 0.10 (Ten Paise Only) per fully paid-up equity share of ₹ 1/- each.

The Record Date fixed for determining entitlement of the Members to final dividend for the Financial Year 2024-2025 is Friday, September 19, 2025.

If the final dividend is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made within 30 days from the date of approval as under:

- To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the NSDL and the Central Depository Services (India) Limited ("CDSL") as of the close of business hours on Record Date i.e. Friday, September 19, 2025; and
- To all Members in respect of shares held in physical form, after giving effect to all the valid transfers in respect of transfer requests lodged with the Company/RTA as of the close of business hours on Record Date i.e. Friday, September 19, 2025.

11. The Register of Members and Share Transfer Books for the Equity Shares of the Company shall remain closed from Thursday, 25th September 2025 to Tuesday, 30th September 2025 (both days inclusive) in connection with the AGM.

12. Members holding shares in electronic mode may please note that the dividend payable to them shall be credited through electronic modes such as National Electronic Clearing Services (NECS), NEFT, IMPS, or other RBI-approved modes, based on the bank account details furnished by the Depository Participants (DPs). In case such electronic payment facilities are unavailable or the transaction fails, the dividend will be paid through physical Demand Draft, and the bank details provided by the respective Depositories will be printed on the Demand Draft, in accordance with applicable regulations.

(Please note: For shares held in electronic form, the Company will use the bank details as provided by the Depositories for remittance of dividends and cannot entertain any direct request from Members for change, addition, or deletion of such bank details. Members holding shares in demat form are therefore advised to ensure that their Depository Participant(s) update their Electronic Bank Mandate details by Friday, September 19, 2025. Any standing instructions given for physical shareholding will not be automatically applied to demat holdings.)

13. **Furnishing of Pan, Kyc Details and Nomination By Holders of Physical Securities**

In accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, and subsequent amendments, it is mandatory for all holders of physical securities to furnish the following details:

- PAN, along with a self-certified copy of the PAN card.
- Nomination or a declaration to opt-out of nomination.

- Contact details, including a mobile number, email address, and postal address with PIN code.
- Bank Account details, including the bank name, branch, account number, and IFSC code.
- Specimen Signature.

Members holding shares in physical form are requested to furnish the aforementioned documents and details immediately to the Registrars to an Issue and Share Transfer Agent or the Company. The necessary forms (including ISR-1, ISR-2, ISR-3, SH-13, and SH-14) are available on the company's website at <https://wardwizard.in/investor-relations/info-for-shareholders/downloads/>.

14. 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. Updating of mandate for receiving dividends directly in bank account through electronic clearing system or any other means in a timely manner: SEBI has, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 03rd November, 2021 and subsequent Circulars issued in this regard, the latest being SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023 mandated that with effect from 01st April, 2024, dividend shall be paid only through electronic mode to Members holding shares in physical form if the folio is KYC compliant. A folio will be considered as KYC compliant on registration of all details viz. full address with pin code, mobile no., email id, bank details, valid PAN linked to Aadhaar of all holders in the folio, Nomination etc. SEBI has, vide its Circular No. SEBI/HO/MIRSD/POD1/P/CIR/2024/81 dated 10th June, 2024, provided relaxation for ease of compliance and investor convenience that, Members holding securities in physical form shall be eligible for receipt of any payment including dividend, interest or redemption payment as well as to lodge grievance or avail any service request from the RTA even if 'choice of nomination' is not submitted by these Members and Payments including dividend, interest or redemption payment withheld by the Listed Companies/ RTAs, only for want of 'choice of nomination' shall be processed accordingly. Shares held in physical form: Members are requested to send the following documents in original to RTA of the Company.

- Form ISR-1 along with the supporting documents are required to be submitted to the RTA of the Company. The said Form is available on the website of the Company at <https://wardwizard.in/investor-relations/info-for-shareholders/downloads/>
- Original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:- i. Cancelled cheque in original. ii. Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and the full address of the Bank branch.

- c. Self-attested photocopy of the PAN Card of all the holders; and d. Self-attested photocopy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company).

15. **Members are requested to intimate changes**, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:

a. For shares held in electronic form:	To their Depository Participants (DPs)
b. For shares held in physical form:	To the Company/Registrar and Transfer Agent of the Company in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. Members holding shares in physical mode and who have not registered/updated their email addresses with the Company/RTA are requested to registered by visiting https://purvashare.com/email-and-phone-updation/

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to aforesaid SEBI Circulars in **Form ISR-1** and other Forms. These Forms are also available on the website of the Company at <https://wardwizard.in/investor-relations/info-for-shareholders/downloads/>

Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1 and such other Forms, as may be applicable to them.

Members are requested to notify immediately:

- Any change in their residential address, Email ID, Contact Number, etc.
- Income-tax Permanent Account Number (PAN).
- Bank details- Name and address of the bank A/c no.; type of A/c.

16. Members who would like to express their views/ask questions during the AGM may register themselves as speaker by sending their request on or before 25th September 2025. Members who do not wish to speak during the AGM but have queries may send their queries, mentioning the name, securities Demat account number/folio number, email id and, mobile number to compliance@wardwizard.in send their queries on or before 25th September 2025. Only those Members who have registered themselves as speaker will be allowed to express their views/ask questions during the AGM for a maximum time of two (02) 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.
17. Members holding shares in electronic form may note that bank particulars registered against their depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agent, Purva Sharegistry (India) Private Limited ("RTA"),

cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant (DP) of the members with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar.

18. It may be noted that any service request can be processed only after the folio is KYC compliant.
19. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH - 13 with Registrar. In respect of shares held in Demat form, the nomination form may be filed with the respective DP. As per SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, the common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nominations with various forms are made available at the Company's website at <https://wardwizard.in/investor-relations/info-for-shareholders/downloads/>. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said form to their DP in case the shares are held in Demat Form and to the RTA in case the shares are held in physical form.
20. Members desirous of obtaining information/details about the Financial Statements, are requested to write to the Company at least one week before the meeting, so that proper information can be made available at the time of the meeting. The Members desirous of inspection of documents may write to the Company through E-mail compliance@wardward.in and the same shall be sent to them electronically.
21. Members holding shares in physical form, in identical order of names, in more than one folio are requested to submit Form ISR-4 along with requisite KYC documents and share

certificates to the Company or RTA of the Company, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Request for consolidation of share certificates shall be processed in dematerialized form.

In compliance with the aforesaid MCA and SEBI Circulars, printing and dispatch of physical Annual Reports for the financial year ended 2024-25 to the shareholders has been dispensed with. Hence the Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/Depositories, unless any member has requested a physical copy of the same.

Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website <https://wardwizard.in/investor-relations/corporate-announcements/annual-report/>, website of the Stock Exchange i.e. BSE Limited (BSE) at www.bseindia.com and on the **National Securities Depository Limited** (agency for providing the Remote e-Voting facility) i.e. <https://eservices.nsdl.com>.

To support the 'Green Initiative', we request the Members of the Company to register their E-mail Ids with their DP or with the RTA of the Company, to receive documents/notices electronically from the Company in lieu of physical copies. Please note that, in case you have already registered your E-mail Id, you are not required to re-register unless there is any change in your E-mail Id. Members holding shares in physical form are requested to send E-mail at evoting@purvashare.com to update their E-mail Ids.

22. Dematerialization of shares:

SEBI has mandated the Listed Companies to process service requests# for issue of securities in dematerialized form only, subject to folio being KYC compliant. Accordingly, Members are requested to submit duly filled and signed Form ISR-4. The Form is available on website of Company at <https://wardwizard.in/investor-relations/info-for-shareholders/downloads/and> RTA at <https://purvashare.com/email-and-phone-updation/>

[SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated May 7, 2024].

Request for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

Transfer, transmission and transposition of securities shall be affected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company/RTA for assistance in this regard. [Regulation 40(1) of the SEBI Listing Regulations].

23. Unclaimed Dividends and IEPF:

Dividends, if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). In view of this, members are requested to claim their dividends from the Company, within the stipulated timeline. For further details, please refer to Corporate Governance Report which forms part of this Annual Report.

24. Investor Education and Protection Fund (IEPF)

Amount of Unpaid and Unclaimed Dividend

In accordance with the provisions of Section 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), the details of dividend declared by the Company that are due to be transferred to IEPF for the next seven years along with their respective due dates for their transfer, are mentioned below:

Dividend	Type	Dividend Per Share (In. ₹)	Dividend Declared	Date of Declaration By the Members	Date of Opening of Unpaid/ Unclaimed Dividend	Due date for Transfer to IEPF	Last date for Transfer of unclaimed Dividend to IEPF
2020-21	Final Dividend	0.05/- (Five paise only) per equity share of ₹ 1/- (One rupee) each fully paid-up	5%	20-Aug-2021	24-Sep-2021	23-Sep-2028	22-Oct-2028
2021-22	Final Dividend	0.075/- (Seventy Five paise only) per equity share of ₹ 1/- (One rupee) each fully paid-up	7.5%	30-Aug-2022	01-Oct-2022	30-Sep-2029	29-Oct-2029

Dividend	Type	Dividend Per Share (In. ₹)	Dividend Declared	Date of Declaration By the Members	Date of Opening of Unpaid/ Unclaimed Dividend	Due date for Transfer to IEPF	Last date for Transfer of unclaimed Dividend to IEPF
2022-23	Final Dividend	0.10/- (Ten paise only) per equity share of ₹ 1 (One rupee) each fully paid up.	10%	26-Sep-2023	01-Nov-2023	01-Nov-2030	30-Nov-2030
2023-24	Final Dividend	₹ 0.15/- (Fifteen Paise only) per equity share ₹ 1 (One rupee) each fully paid up.	15%	30-Sep-2024	05-Nov-2024	05-Nov-2031	04-Dec-2031

During the year, the Company has not transferred any amount being unclaimed deposits and interest thereon to the Investors' Education and Protection Fund (IEPF) as required in terms of Section 125 of the Companies Act, 2013.

25. Tax Deducted at Source ("TDS") on dividend:

For the prescribed rates for various categories, please refer to the Income Tax Act, 1961 and the Finance Acts of the respective years. In accordance with the prevailing provisions of the Income Tax Act, 1961, dividend is taxable in the hands of the Members and the Company is required to deduct tax at source (TDS) at the prescribed rates on the dividend paid to its shareholders. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. The shareholders are requested to update their PAN with the Depository Participants (DPs) (if shares are held in dematerialized form) and the Company/RTA (if shares are held in physical mode).

To avail exemption of TDS, shareholders are requested to submit required documents/declaration by e-mail to RTA support@purvashare.com or upload the documents on <https://www.purvashare.com/investor-service/form-15g-15h-10f> by **05:00 PM (IST) on Monday, September 29, 2025**. Members may also refer **Annexure A** to the notice of the Annual Report for more details on submission of exemption documents.

Category of Shareholder	Document(s) to be submitted/uploaded
Resident individual shareholders with PAN* and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax	i. Form No. 15G or ii. Form No. 15H
Non-resident shareholders [including Foreign Portfolio Investors (FPIs)] who can avail beneficial rates under tax treaty between India and their country of tax residence	i. No Permanent Establishment Declaration ii. Beneficial Ownership Declaration iii. Tax Residency Certificate iv. Copy of electronically filed Form 10F v. Any other doc

If PAN is not correct/invalid/inoperative then tax will be deducted at higher rates and credit of TDS will not be available. [Section 206AA of the Income Tax Act, 1961].

Members download their TDS certificates through **Income tax website**. Members may also refer to **ANNEXURE A** to the notice for TDS Communication in this Annual Report.

26. 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 Tuesday, 23rd September 2025. 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.
27. 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 NSDL/Central Depository Services (India) Limited ("CDSL") (collectively referred to as "Depositories") in respect of such joint holding will be entitled to vote.

28. Mr. Kamal A Lalani, Practicing Company Secretary (Membership No. A37774 and COP no. 25395), Vadodara, Gujarat 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.
29. In pursuance of Section 112 and Section 113 of the Companies Act, 2013 ("the Act"), the 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 an 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 cskamal2014@gmail.com or upload on the VC portal/e-voting portal i.e., (NSDL)
30. Members are requested to note that the Company's equity shares are under compulsory demat trading for all class of investors, as per the provisions of the SEBI Circular dated May 29, 2000. Members are therefore advised in their own interest to dematerialise their physical shareholding to avoid inconvenience and for better servicing by the Company.
31. Members who have not encashed dividend warrant(s) for the subsequent years are hereby informed that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 03rd November, 2021 and subsequent Circulars issued in this regard, the latest being SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023 mandated that with effect from 01st April, 2024, dividend shall be paid only through electronic mode to Members holding shares in physical form if the folio is KYC compliant. A folio will be considered as KYC compliant on registration of all details viz. full address with pin code, mobile no., email id, bank details, valid PAN linked to Aadhaar of all holders in the folio, Nomination etc. For more information kindly refer note no 13.
32. SEBI has established a common Online Dispute Resolution Portal ("ODR Portal - <https://smartodr.in/login>") to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal. Members can access the SMART ODR Portal via

the following link: <https://smartodr.in/login> and the same can be accessed through Company's Website at <https://wardwizard.in/>. [SEBI Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023].

33. **Investor Grievance Redressal:** - The Company has designated Ms. Jaya Ashok Bhardwaj, Company Secretary & Compliance Officer, Office No. 02668-352000, and E-mail: compliance@wardwizard.in to enable investors to register their complaints, if any.

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

A. Voting Through Electronic Means:

- (i) The voting period begins on Saturday, 27th September, 2025 (9:00 A.M.) and ends on Monday, 29th September, 2025 (5:00 P.M.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, 23rd September 2025 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.


In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access to NSDL e-Voting system

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website https://www.cdslindia.com/ and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on http://www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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 & voting during the meeting. 2) Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting. 3) If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4) 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 (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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 & voting during the meeting.

Type of shareholders	Login Method
	<p>5) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> 
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider 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 & voting during the meeting.

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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000

- (v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding securities in Demat form & 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 Your User ID is: (NSDL or CDSL) or Physical

- | | |
|--|--|
| 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***. |

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.
- c) How to retrieve your 'initial password'?
 - (i) 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'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) 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.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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.com 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 voted 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(ies) who are authorized to vote, to the Scrutinizer by e-mail to cskamal2014@gmail.com with a copy marked to evoting@nsdl.com. 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. 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 to reset the password.
3. 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 or call on.: 022 - 4886 7000 or send a request to Sagar S. Gudhate, Senior Manager at evoting@nsdl.com.

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
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).
3. If you are an Individual shareholders 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.**
4. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 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.

B. The Instructions for Members for E-Voting on the Day of the Agm are As Under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 AGM shall be the same person mentioned for Remote e-voting.

C. Instructions for Members for Attending the Agm Through Vc/Oavm are As Under:

1. Member will be provided with a facility to attend the 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" 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. Members who need assistance before or during the meeting, can contact NSDL on evoting@nsdl.com or +91 22 48867000 or contact Amit Vishal, Deputy Vice President - NSDL at evoting@nsdl.com.
6. 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). The same will be replied by the company suitably.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least seven (07) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (compliance@wardwizard.in). The shareholders who do not wish to speak during the AGM but have queries may send their queries on or before 25th September 2025 mentioning their name, demat account number/folio number, email id, mobile number at Company email id i.e. compliance@wardwizard.in These queries will be replied to by the company suitably by email.
8. **Registration as speaker shareholder:**
Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered

e-mail ID mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at compliance@wardwizard.in on or before 25th September 2025. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other Instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing. The results will be announced within the time stipulated under the applicable laws.
2. The results shall be declared forthwith by the Chairman or a person so authorised by him in writing on receipt of consolidated report from the Scrutinizer. The Results declared along with Scrutinizer's Report shall be placed to the stock exchanges, NSDL and will also be displayed on the Company's website. Members may contact at E-mail Id: evoting@nsdl.com for any grievances connected with voting by electronic means.

By order of the Board of Directors
For Wardwizard Innovations & Mobility Limited

Sd/-

Jaya Ashok Bhardwaj

Company Secretary & Compliance Officer

Membership No. ACS 37912

Place: Vadodara

Date: 01st September, 2025

Registered Office: Office No. 4604, 46th Floor Kohinoor Square,
Kelkar Marg, Shivaji Park, Dadar (West) Nr. R.G. Gadkari Chock,
Mumbai, Maharashtra- 400028, India

CIN: L35100MH1982PLC264042

Tel: +91 6358849385

E-mail: compliance@wardwizard.in

Web: www.wardwizard.in

ANNEXURE TO NOTICE

Additional Information

As required under Clause 1.2.5 of Secretarial Standard – 2 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item 3: To appoint a director in place of Mr. Yatin Sanjay Gupte (DIN: 07261150) Director, who retires by rotation and being eligible, offers himself for the re- appointment.

Details of Director Retiring by Rotation/seeking re-appointment at the Ensuing Annual General Meeting

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).(As on 31st March 2025)

Name of Director	Yatin Sanjay Gupte
DIN	07261150
Father's Name	Sanjay Gupte
Date of Birth & Age	15 th August, 1978 & Age: 46 years
Nationality	Indian
Date of First Appointment on Board	03 rd October, 2019
Appointment/Re-appointment	Re- Appointment for liable to retire by rotation
Terms of Remuneration	-
Brief Profile/Qualification, Functional Expertise and Experience	<p>EXPERIENCE: Mr. Yatin Gupte is the Chairman & Managing Director of Wardwizard Innovations & Mobility Limited, one of India's leading electric vehicle companies. He boasts an extensive experience of nearly two decades across various business domains, including business, sales, marketing and various other domains. In 2016, he laid the foundation of Wardwizard Innovations & Mobility Limited with a mission to offer environmentally friendly alternatives to conventional lifestyles. As the first EV Company listed on the BSE, the firm has gained recognition for its cutting-edge products in India as well as in global markets. Aligned with the 'Make-in-India Atmanirbhar Bharat' initiative and Honorable Prime Minister, Shri Narendra Modi's vision for a cleaner India, Mr. Gupte actively works towards boosting the electric vehicle sector and executing solutions to combat pollution. He has been recognized by esteemed organizations that have felicitated him with awards and accolades. Through this journey he has been recognized for his contribution and bagged some prestigious awards including "India's Impactful CEO" by The Times Group, Fastest Growing Leaders 2023 by Asia One, Outstanding Contribution for Environmental Conservation and Innovative Product at House of Commons London, UK Parliament by WBR, Best Electric Vehicle Manufacturing CEO by Global CEO Excellence Award, The Most Promising Business Leader of Asia 2020 -2021 by Economic Times, Best Brand Award by Economic Times along others. He also actively contributes to society through the Wardwizard Foundation, the company's CSR wing. The Foundation focuses on establishing EV Excellence Centres and supporting education through the Career Development Academy, Samvardham. Under Mr. Gupte's visionary leadership, Wardwizard has established a strong presence in India in over 19 states & UTs across 750+ dealership touchpoints and showroom distributors and successfully expanded its operations into international markets.</p> <p>QUALIFICATION: Mr. Gupte holds an Honorary Doctorate in Social Service and an MBA in Insurance & Risk Management. He is a Master of Business Administration (M.B.A Exe.) in Insurance from Bhartiya Shiksha Parishad, Uttar Pradesh.</p>
Terms and conditions of appointment/reappointment	NA
Remuneration last drawn (including sitting fees, if any)/Remuneration proposed to be paid	70.95 Lakhs
Shareholding in the company as on 31st March 2025 (including shareholding as a beneficial owner)	7,87,93,177 (30.22%)

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).(As on 31st March 2025) (Contd.)

Name of Director	Yatin Sanjay Gupte
Relationship with other Board members or KMP	Mr. Sanjay Gupte (Father)- Additional Whole Time Director
Number of meetings of the Board attended during the year (FY 2024-2025)	Financial Year 2024-2025: During the Financial year 2024-2025, Mr. Yatin Gupte has attended 10 (ten) Board Meetings out of his entitlement of 11 Board Meetings.
Directorship in other Companies	<ol style="list-style-type: none"> 1. Wardwizard Renewable Energy Private limited 2. Bluebells Insurance Broking Private Limited 3. Wardwizard Aviation Private Limited 4. Wardwizard Properties Holding Private Limited 5. Wardwizard Healthcare Limited 6. Kolumbus Medicare services Private Limited 7. Wardwizard Medicare Private Limited 8. Mangalam Industrial Finance Limited 9. Wardwizard Foods and Beverages Limited 10. Wardwizard Solutions India Private Limited 11. I Secure Credit and Capital Services Limited
Membership/Chairmanship of Committees of other public companies	<p>Wardwizard Healthcare Limited (Formerly Known As Ayoki Merchantile Limited)</p> <ul style="list-style-type: none"> • Stakeholder Relationship Committee-Member <p>Wardwizard Foods & Beverages Limited</p> <ul style="list-style-type: none"> • Audit Committee – Member <p>Mangalam Industrial Finance Limited</p> <ul style="list-style-type: none"> • Audit Committee – Member • Nomination & Remuneration Committee - Member • Stakeholder Relationship Committee-Member • Right issue Committee-Member <p>I Secure Credit and Capital Services Limited</p> <ul style="list-style-type: none"> • Nomination & Remuneration Committee – Member
Name of other listed Companies, where he is Director	<ol style="list-style-type: none"> 1. Wardwizard Foods And Beverages Limited 2. Wardwizard Healthcare Limited (Formerly Known As Ayoki Merchantile Limited) 3. Mangalam Industrial Finance Limited 4. I Secure Credit and Capital Services Limited
List of Listed Companies in which Memberships/Chairmanships of Board Committees held including this listed entity	<p>Wardwizard Innovations & Mobility Limited</p> <ul style="list-style-type: none"> • Audit committee-Member • Corporate Social Responsibility Committee- Member • Risk Management Committee- Member • Fund Raising Committee-Member • Right issue Committee-chairperson • Finance & Investment committee-chairperson

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). (As on 31st March 2025) (Contd.)

Name of Director	Yatin Sanjay Gupte
	Wardwizard Healthcare Limited (Formerly Known As Ayoki Merchantile Limited)
	<ul style="list-style-type: none"> Stakeholder Relationship Committee-Member
	Wardwizard Foods & Beverages Limited
	<ul style="list-style-type: none"> Audit Committee – Member
	Mangalam Industrial Finance Limited
	<ul style="list-style-type: none"> Audit Committee – Member
	<ul style="list-style-type: none"> Nomination & Remuneration Committee - Member
	<ul style="list-style-type: none"> Stakeholder Relationship Committee-Member
	<ul style="list-style-type: none"> Right issue Committee-Member
	I Secure Credit and Capital Services Limited
	<ul style="list-style-type: none"> Nomination & Remuneration Committee - Member
Listed entities from which he has resigned in the past three years	NIL

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

The following is explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of special business proposed in this notice under Item No. 4.

Item No. 4: To appoint Mr. Kamal A. Lalani, Peer reviewed Practicing Company Secretary, as Secretarial Auditor of the Company for a term of 5 (Five) consecutive years and fix his remuneration:

Pursuant to Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Section 204 and other applicable provisions of the Act, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors at their meeting held on February 06, 2025, based on the recommendation of the Audit Committee have approved, appointment of **Mr. Kamal A. Lalani, Peer Reviewed Practicing Company Secretary**, (Membership No: A37774) (COP No: 25395) Peer Review No: 6618/2025 as the Secretarial Auditors for a period of 5 (five) consecutive years, commencing from April 01, 2025 to March 31, 2030, subject to approval of Members of the Company.

After having considered various factors such as industry experience, competence of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors, on the basis of recommendation of the Audit Committee, have approved the said appointment of **Mr. Kamal A. Lalani**, as Secretarial Auditor of the Company for a term of 5 (Five) consecutive years to hold the office from the conclusion of this 43rd Annual General Meeting (AGM) till the conclusion of the 48th AGM to conduct the secretarial audit.

Brief Profile/Qualifications/Eligibility:

Mr. Kamal A. Lalani, is a Peer-Reviewed Practicing Company Secretary based in Vadodara. He is a Fellow Member of the Institute of Company Secretaries of India (ICSI), holding Membership No. A37774. With over 10 years of professional experience, Mr. Kamal A. Lalani brings multi-faceted expertise in advising corporates on matters related to the Companies Act, SEBI (LODR) Regulations, and FEMA.

Mr. Kamal A. Lalani offers a wide range of professional services, including but not limited to: establishment of Wholly Owned Subsidiaries (WOS) and Joint Venture companies in India; setting up Project or Branch Offices for foreign companies; incorporation of Companies and LLPs along with advisory on their regulatory compliance; conducting Secretarial Audits and

certification work for both listed and unlisted entities; acting as Scrutinizer for shareholders' and creditors' meetings and overseeing poll processes; managing mergers, demergers, and acquisitions; handling winding-up procedures and voluntary liquidations; and providing advisory services under FEMA, particularly in relation to Foreign Direct Investments (FDIs) and Overseas Direct Investments (ODIs).

Remuneration:

The terms and conditions of the appointment of Mr. Kamal A. Lalani include a term of 5 (Five) consecutive years commencing from April 01, 2025 to March 31, 2030 at a remuneration of ₹ 3,55,000/- (Three Lakh Fifty-Five Thousand Only) excluding the taxes and other out-of-pocket expenses for the financial year 2025-26 and as may be mutually agreed between the Board of Directors and the Secretarial Auditor for subsequent years.

In addition to the secretarial audit, **Kamal A. Lalani** shall provide other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditor. There is no material change proposed in the remuneration for the upcoming audit period compared to the current audit period.

The payment for permitted services in the nature of certifications and other professional work will be in addition to the Secretarial audit fee and shall be determined by the Board.

The recommendation is based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and Listing Regulations with regard to the full time partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested in the Resolution set out in Item No. 4 of this Notice.

The Board of Directors recommends the Resolution set out at Item No. 4 for the approval of the Members as an Ordinary Resolution.

By order of the Board of Directors
For Wardwizard Innovations & Mobility Limited

Sd/-

Jaya Ashok Bhardwaj

Company Secretary & Compliance Officer
Membership No. ACS 37912

Place: Vadodara

Date: 01st September, 2025

ANNEXURE A

Wardwizard Innovations & Mobility Limited – Tax Deducted At Source (Tds) on Dividend Pay-out for Fy 2024-2025

(Urgent & Important)

Dear Shareholder,

I trust this message finds you and your loved ones in the best of health and spirits, and that you are all enjoying safety and well-being.

We are pleased to inform you that the Board of Directors ("the Board") of the Company at their Meeting held on **Wednesday, 30th April, 2025** has recommended payment of final dividend of ₹ 0.10/- (Ten Paise Only) per Equity Share of the Company having face value ₹ 1/- for the Financial Year 2024-2025 and the said Final Dividend will be payable post approval of the shareholders at the ensuing Annual General Meeting of the Company to be held on **30th September, 2025**.

As you are already aware, as per Income Tax Act, 1961 as amended by the Finance Act, 2020, dividends paid or distributed by the Company after April 1, 2020, shall be taxable in the hands of the Shareholders and the Company shall be required to deduct tax at source ("TDS") (at the applicable rates) on the dividend paid or distributed.

TDS rate would vary depending on the category and residential status of the shareholder and documents submitted by them. Accordingly, above dividend will be paid after deduction of tax, as applicable.

The dividend will be distributed to shareholders whose names are recorded in the Register of Members or in the Depositories as beneficial owners of the shares by the end of business hours on **Friday, September 19, 2025 (Record Date)**. Shareholders are required to upload their necessary tax declarations by **Monday, September 29, 2025**. The Company will not accept any tax declarations submitted after this cut-off date.

Shareholders holding physical securities are requested to note that SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders, holding securities in physical form, whose folio(s) do not have PAN, Choice of Nomination, Contact Details, Mobile Number, Bank Account Details, Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024, upon their furnishing all the aforesaid details in entirety to Registrar and transfer Agent.

Manner of registering/updating (1). Email addresses in order to facilitate the Company to serve the documents through the electronic mode and (2). Bank Accounts details for receiving dividends directly in bank accounts:

- i. Members holding shares in physical mode, who have not registered/updated their email addresses/Bank Account details with the Company, are requested to register/

update the same with the RTA or Company by sending an Email at support@purvashare.com or compliance@wardwizard.in by quoting their Folio Number and attaching a self-attested copy of PAN, Aadhar Card and cancelled cheque leaf along with Form ISR-1. The form is available on the website of the Company at <https://wardwizard.in/investor-relations/info-for-shareholders/downloads/>.

- ii. Members holding shares in dematerialised mode, who have not registered/updated their email addresses/Bank Account Details with their Depository Participants, are requested to register/update the same with the Depository Participants with whom they maintain their demat accounts.
- iii. Alternatively, Members can update their e-mail address, Mobile No., PAN and Bank Accounts Details on the link given below: <https://www.purvashare.com/email-and-phone-updation/>.

Additionally, in accordance with the provisions of Section 206AB of Income Tax Act, 1961, higher rates of tax would be deducted in case of payment to a specified person effective from July 01, 2021. A specified person referred here means a person who:

1. Has not filed the income tax return (ITR) for the preceding FY, and the income tax return (not belated return) filing due date has expired and
2. Total amount of tax deducted or collected (TDS and TCS) in the last FY is ₹ 50,000 or more.

It does not apply to a non-resident who does not have a permanent establishment in India or any person who is not required to furnish the return of income for the assessment year relevant to the said previous year and is notified by the Central Government in the Official Gazette in this behalf. Permanent establishment for this purpose includes a fixed place of business where the enterprise's business is carried out wholly or partially.

Furthermore, Section 139AA of Income Tax Act, 1961, that every person who has been allotted a Permanent Account Number ('PAN') shall also be required to link the same with his Aadhaar. Failure to comply with this requirement will result in the PAN being considered invalid or inoperative, leading to tax being deducted at the higher rates prescribed by the Act.

The TDS for various categories of shareholders along with required documents are provided in Tables 1 and 2 below:

Table 1: Resident Shareholders:-

Category of Shareholder	Tax Deduction Rate	Exemption applicability/Documentation requirement
Any Resident Shareholder	10%	Update valid PAN if not already done with depositories (in case of shares held in Demat mode) and with the Company's Registrar and Transfer Agent – Purva Share Registry (India) Private Limited (In case of shares held in physical mode). No deduction of taxes in the following cases - <ul style="list-style-type: none"> If dividend income to a resident Individual shareholder during FY 2024-25 does not exceed INR 5,000/-, If the shareholder is exempted from TDS provisions through any circular or notification and provides an attested copy of the PAN along with the documentary evidence in relation to the same.
Other Resident Shareholders without Registration of PAN or having Invalid PAN/Inoperative PAN or a person who is considered as specified person u/s 206AB.	20%	Update valid PAN if not already done with depositories (in case of shares held in Demat mode) and with the Company's Registrar and Transfer Agents – Purva Share Registry (India) Pvt Ltd (in case of shares held in physical mode).
Resident Individuals submitting Form 15G/15H	NIL	Shareholders providing Form 15G (Refer www.purvashare.com) (applicable to individuals below 60 years)/ Form 15H (Refer www.purvashare.com) (applicable to an Individual above the age of 60 years) – on fulfilment of prescribed conditions. Note - All fields are mandatory to be filled up and Company may at its sole discretion reject the form if it does not fulfill the Requirement of law.
Submitting Order u/s 197 (i.e. lower or withholding tax certificate)	Nil Rates specified in the order	Lower/NIL withholding tax certificate obtained from Income Tax authorities.
Insurance Companies: Public & Other Insurance Companies	NIL	Documentary evidence that the provisions of section 194 of the Act are not applicable (Refer www.purvashare.com).
Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income-tax on its income.	NIL	Documentary evidence that the person is covered under section 196 of the Act (Refer www.purvashare.com).
Mutual Funds	NIL	Documentary evidence that the person is covered under section 196 of the Act (Refer www.purvashare.com).
Business Trusts	NIL	Documentary evidence that the provisions of section 194 of the Act are not applicable (Refer www.purvashare.com).
Alternative Investment Funds	NIL	Documentary evidence that the person is covered by Notification No. 51/2015 dated 25 June 2015 (Refer www.purvashare.com).
Recognized Provident funds/Approved Superannuation fund/Approved Gratuity Fund	NIL	Documentary evidence that the person is covered by Circular No. 18/2017 dated 29 May 2017 (Refer www.purvashare.com).
New Pension System Trust	NIL	Documentary evidence that the person is covered under 197A (1E) of the Act (Refer www.purvashare.com).

Table 2: Non-Resident Shareholders:

Category of Shareholder	Tax Deduction Rate	Exemption applicability/Documentation requirement
Non-resident shareholders (including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)	20%/Tax Treaty rate whichever is lower (increased by surcharge and cess wherever applicable)	Non-resident shareholders may opt for a tax rate under the Double Taxation Avoidance Agreement ("Tax Treaty"). The Tax Treaty rate shall be applied for tax deduction at source on submission of the following documents to the company: <ul style="list-style-type: none"> Self-attested copy of Tax Residency Certificate (TRC) (of FY 2024-25 or calendar year 2024), valid as on the AGM date obtained from the tax authorities of the country of which the shareholder is resident.

Table 2: Non-Resident Shareholders: (Contd.)

Category of Shareholder	Tax Deduction Rate	Exemption applicability/Documentation requirement
		<ul style="list-style-type: none"> Self-declaration in Form 10F executed in electronic mode from Income tax portal. (Refer www.purvashare.com). Self-declaration confirming not having a Permanent Establishment in India and eligibility to Tax Treaty benefit (of FY 2024-25 or calendar year 2024). (Refer www.purvashare.com). <p>TDS shall be recovered at 20% (plus applicable surcharge and cess) if any of the above-mentioned documents are not provided. Further, please provide a copy of the PAN Card, if registered with the Indian tax authorities.</p> <p>The Company is not obligated to apply the Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of Tax Treaty rate shall depend upon the completeness of the documents submitted by the non-resident shareholder and are in accordance with the provisions of the Act.</p>
Submitting Order under section 197 of the Act	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from Income Tax authorities
Non-Resident Shareholders who are tax residents of Notified Jurisdictional Area as defined u/s 94A(1) of the Act	30%	N.A.
Sovereign Wealth Funds and Pension funds notified by Central Government u/s 10(23FE) of the Act	NIL	<ul style="list-style-type: none"> Copy of the notification issued by CBDT substantiating the applicability of section 10(23FE) of the Act issued by the Government of India. Self-Declaration that the conditions specified in section 10(23FE) have been complied with
Subsidiary of Abu Dhabi Investment Authority (ADIA) as prescribed under section 10(23FE) of the Act	NIL	Self-Declaration substantiating the fulfillment of conditions prescribed under section 10(23FE) of the Act. (Refer www.purvashare.com).

NOTES:

- 1) The Shareholders holding shares under multiple accounts under different status/categories and having a single PAN, may note that higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.
- 2) In the case of persons categorized as a specified person as per Section 206AB, a higher rate of 40% (plus applicable surcharge and cess) shall apply if the non-resident has a permanent establishment ('PE') in India. For this purpose, the expression PE includes a fixed place of business through which the business of the non-resident is wholly or partly carried on. The list of 'specified person' for the purpose of section 206AB shall be obtained at the time of deduction of TDS, from the reporting portal utility made available by the Income Tax department.

SUBMISSION OF TAX-RELATED DOCUMENTS:**Resident Shareholders:**

The aforesaid documents such as Form 15G/15H, documents under sections 196, 197A, 199, etc. can be uploaded on the link www.purvashare.com, on or before Thursday September 26, 2024, upto 07.00 pm (IST), to enable the Company to determine the appropriate TDS/withholding tax rate applicable. Any communication on the tax determination/deduction received post 07.00 pm (IST) on Thursday September 26, 2024, shall not be considered. Resident Shareholders can also send the scanned copies of the documents mentioned above at the email ids mentioned below:

Email ID	https://www.purvashare.com/
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Non-Resident Shareholders:-

Non-resident Shareholders and Institutional Shareholders are requested to send the scanned copies of the documents mentioned above to the email ids mentioned below:

Email ID	https://www.purvashare.com/
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We request your cooperation in this regard.

Thanking you,

Yours faithfully,

For Wardwizard Innovations & Mobility Limited

SD/-

Deepakkumar Mineshkumar Doshi

Chief Financial Officer

Place: Vadodara

Date: 01st September, 2025