

Ref: WIML/BSE/EOGM NOTICE/FEB-2023

Date: 07th February, 2023

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

Ref: - Wardwizard Innovations & Mobility Limited (Script Code: 538970).

Sub: Notice of Extra-Ordinary General Meeting (EOGM).

Dear Sir/Madam,

This is to inform you that, in compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities Exchange Board of India, the Extra-ordinary General Meeting ("EOGM") of the Company will be held on **Friday, 03rd March, 2023 at 13:00 P.M. (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). The copy of the Notice of EOGM together with explanatory statement is enclosed herewith for your kind reference.

Notice of EOGM will be sent through electronic mode to all the shareholders of the Company whose email address are registered with the Company or Depository participant(s) as the requirement of sending physical copy of notice to shareholders has been dispensed with Notice of EOGM is also available on the Company's website www.wardwizard.in.

Further, Members of the Company, holding shares either in physical form or dematerialized form, as on Friday, **24th February, 2023** (Cut-off date for eligibility to vote) shall be entitled to vote by electronic means. The schedule of remote e-voting facility is set out as under:

Event	Day, Date, Time
Commencement of Remote E-Voting	Tuesday – 28 th February, 2023 (09:00 A.M)
End of remote E-Voting	Thursday – 02 nd March, 2023 (05:00 P.M)
Cut-off date	Friday – 24 th February, 2023

Please take above information on record.

Thanking you,
For Wardwizard Innovations & Mobility Limited

Jaya Ashok Bhardwaj
Company Secretary & Compliance Officer

CIN No. - L35100MH1982PLC264042

Registered Office Address - Shop No-508, Swami Samarth Plaza Gantra Hospital, RRT Road, Mulund West Mumbai - 400080
Maharashtra India **Corporate Office** - Survey 26/2, Opp, Pooja Farm, Sayajipura, Ajwa Road, Vadodara Gujarat - 390019, India
Email id - compliance@wardwizard.in | **Website** - www.wardwizard.in | **Compliance No.** - +91 9727755083 | **HQ Number:**
02668352000

WARDWIZARD INNOVATIONS & MOBILITY LIMITED

CIN: L35100MH1982PLC264042

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NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting (“EOGM”) of the Shareholders of **Wardwizard Innovations & Mobility Limited** (“Company”) will be held on **Friday, March 03, 2023 at 13:00 P.M.** (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) facility (“Notice”), to transact the following businesses: -

SPECIAL BUSINESS:

ITEM NO. 1: REGULARIZATION OF MR. AVISHEK KUMAR (DIN: [09314508](#)) AS NON-EXECUTIVE - INDEPENDENT DIRECTOR:

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

“**RESOLVED THAT**, pursuant to sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, [including any statutory modification(s) or re-enactment thereof for the time being in force] and Schedule IV to the Act and various Regulation 16, 17, 25 and other relevant regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulation**”), as amended from time to time, the Articles of Association of the Company, **Mr. Avishek Kumar (DIN: 09314508)**, by the Board on recommendation of Nomination and Remuneration Committee, who was appointed as an Additional Non-Executive Independent Director on 06th December, 2022, be and is hereby appointed as the “**Non-Executive Independent Director**” of the Company to hold office for a first term of 5 (five) consecutive years commencing from 03rd March, 2023 to 02nd March, 2028 and that he shall not liable to retire by rotation and that he shall not be paid sitting fees as approved by the Board and reimbursement of expenses (if any) as may be permissible under the law from time to time”.

“**RESOLVED FURTHER THAT** any Director and/or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company, inter-alia, filings of required forms / documents with the Ministry of Corporate Affairs and Stock Exchange and / or other authorities as may be required to give effect to this resolution.”

ITEM NO 2: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015 FOR FINANCIAL YEAR 2023-2024.

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 any other rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for time being in force] and Regulation 23(4) and other relevant regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI LODR Regulation**”) as amended from time to time, Indian Accounting Standard (**Ind AS**) **24** and the rules framed thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, and the Company’s Policy on “Materiality of Related Party Transactions and on dealing with Related Party Transactions” and based on the approval and recommendation of the Audit Committee and such other approvals as may be required,

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the consent of the Members of the Company be and is hereby accorded to the Company 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 and/or carry out such contract (s)/ arrangement (s)/ transaction (s) with “Related Parties” within the meaning of Section 2 (76) of the Companies Act, 2013 and Regulation 2 (1) (zb) of the SEBI Listing Regulations, to the extent of the maximum amounts as provided below for the **Financial Year (“FY”) 2023-24**, on such term (s) and condition(s) as may be agreed between the Company and related parties, provided that the said contract (s)/ arrangement (s)/ transaction (s) so carried out in terms of Regulation 2(1)(zc)(i) of the Listing Regulations (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement, subject to such contract(s)/arrangement(s)/transaction(s)/ agreement(s) being carried out and/or shall be at **ARM'S LENGTH BASIS and in the ORDINARY COURSE OF BUSINESS** of the Company with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or consultancy fees, Borrowing/Lending (Loans and advances) on such term(s) and condition(s) as the Board of Directors as may be deemed fit or appointment of such related party 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 2023-2024.

Sr. No.	Name of Related Party	Relationship	Nature of Transaction	Transaction Amount	Financial Year
1	Mr. Yatin Sanjay Gupte	Promoter and Managing Director of the Company	As per Section 188 and RPT Policy of the Company	Rs. 10 Crores	2023-24
2	Mr. Sojan Avirachan	Mr. Yatin Sanjay Gupte, Mr. Sojan Avirachan are business partners. Aevas Business Solutions Private Limited is promoted by Mr. Sojan Avirachan	As per Section 188 and RPT Policy of the Company	Rs. 5 Crores	2023-24
3	Mr. Venkataramana Revuru	Mr. Yatin Sanjay Gupte, Mr. Venkata Ramana Revuru are business partners. Garuda Mart India Private Limited is promoted by Mr. Venkata Ramana Revuru	As per Section 188 and RPT Policy of the Company	Rs. 5 Crores	2023-24
4	Aevas Business Solutions Private Limited	Promoter of the Company, Aevas Business Solutions Private Limited which is promoted by Mr. Sojan Avirachan	As per Section 188 and RPT Policy of the Company	Rs. 150 Crores	2023-24

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5	Garuda Mart India Private Limited	Promoter of the Company, Garuda Mart India Private Limited which is promoted by Mr. Venkata Ramana Revuru	As per Section 188 and RPT Policy of the Company	Rs. 150 Crores	2023-24
6	Wardwizard Solutions India Private Limited	Promoter of the Company, Wardwizard Solutions India Private Limited which is promoted by Mr. Yatin Sanjay Gupte	As per Section 188 and RPT Policy of the Company	Rs. 300 Crores	2023-24
7	Mr. Sanjay Mahadev Gupte	Relative of Promoter & Managing Director of the Company He is an Executive Director of the Company	As per Section 188 and RPT Policy of the Company	Rs. 1 Crores	2023-24
8	I Secure Credit and Capital Services Limited (Formerly Known as Orchid Securities Limited)	I Secure credit and Capital Service Limited which 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	Rs. 10 Crores	2023-24
9	Mangalam Industrial Finance Limited	Mangalam Industrial Finance Limited which 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	Rs. 10 Crores	2023-24
10	Wardwizard Foundation	Mr. Yatin Sanjay Gupte and Mrs. Sheetal Mandar Bhalerao, both are the trustees.	As per Section 188 and RPT Policy of the Company	Rs. 5 Crores	2023-24
11	Wardwizard Foods and Beverages Limited	Wardwizard Foods and Beverages Limited which is Promoted by Mr. Yatin Sanjay Gupte and Mrs. Sheetal Bhalerao, both are the common directors of the Company.	As per Section 188 and RPT Policy of the Company	Rs. 10 Crores	2023-24
12	Wardwizard Medicare Private Limited	Wardwizard Medicare Private Limited which is Promoter by Mr. Yatin Sanjay Gupte,	As per Section 188 and RPT	Rs. 5 Crores	2023-24

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		Mr. Yatin Sanjay Gupte and Mrs. Sheetal Mandar Bhalerao are common directors in the Company	Policy of the Company		
13	Wardwizard Solutions Uganda Limited	Wardwizard Uganda Ltd., which is a subsidiary of Wardwizard Solutions India Private Limited (i.e 76% owned by Parent Company i.e Wardwizard Solutions India Private Limited), which is a promoter of company	As per Section 188 and RPT Policy of the Company	Rs.15 Crores	2023-24
14	Wardwizard Global PTE. LTD.	Wardwizard Global PTE Ltd., which is a wholly owned subsidiary of Wardwizard Innovations and Mobility Limited (i.e Parent Company)	As per Section 188 and RPT Policy of the Company	Rs.20 Crores	2023-24

“RESOLVED FURTHER THAT that the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) or Key Personnel Management of the Company be and are hereby severally authorized to negotiate, finalize, vary, amend, renew and revise the terms and conditions of the transaction(s) and to 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, to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals 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 resolutions are hereby approved, ratified and confirmed in all respects thereto expressly by the authority of this resolution.”

ITEM NO. 3: TO APPROVE FUND ARISING ACTIVITIES & ISSUANCE OF SECURITIES BY THE COMPANY

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

“RESOLVED THAT pursuant to Sections 23, 41, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder (including any amendments thereto or statutory modification(s) or re-enactment(s) thereof, for the time being in force) (the **“Companies Act”**), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the **“SEBI ICDR Regulations”**), the relevant provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended (the **“SEBI LODR Regulation”**) and the provisions of the Foreign Exchange Management Act, 1999, rules and regulations framed thereunder, as amended (**“FEMA”**), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended (**“FCCB Scheme”**), the Depository Receipts Scheme, 2014, the Companies (Issue of Global Depository Receipts) Rules, 2014, the SEBI

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Circular on framework for issue of Depository Receipts issued by the Securities and Exchange Board of India *vide* its circular no SEBI/ HO/MRD/DOP1/CIR/P/2019/106, dated October 10, 2019, each as amended (“**DR Framework**”), Prevention of Money- Laundering Act, 2002, and rules and regulations made thereunder and in accordance with the rules, regulations, notifications, clarifications, circulars, rules and regulations as may be applicable and relevant, each as amended from time to time, issued by the Government of India (“**GOI**”), Ministry of Corporate Affairs (‘MCA’), the Reserve Bank of India (“**RBI**”), the SEBI, the Stock Exchanges and/or any other appropriate authorities, institutions or bodies, as may be applicable (“**Applicable Authorities**” and such laws, the “**Applicable Laws**”), and/ or any other regulatory/ statutory authorities, in India or abroad from time to time, and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and subject to any required approvals, consents, permissions and/or sanctions , if any, and subject to such conditions as may be prescribed by Applicable Authorities while granting such approvals, consents, permissions, and/or sanctions, which may be agreed/ accepted to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which shall be deemed to include any committee including “**Fund/capital raising Committee**” which the Board may have constituted or hereinafter constitutes to exercise its powers including the powers conferred by this resolution), the Consent of the members of the Company be and is hereby accorded to the Company to create, issue, offer and allot in one or more tranches (including with provisions for reservations on firm and/ or competitive basis, of such part of issue and for such categories of persons, as may be permitted), either in India or in the course of International offering(s) in one or more foreign markets, equity shares of the Company with a face value ₹ 1/- each (the “**Equity Shares**”), Equity Shares against which American Depository Receipts (“**ADRs**”) or Global Depository Receipts (“**GDRs**”) may be issued or other depository receipt program, Foreign Currency Convertible Bonds (“**FCCBs**”) and / or other securities convertible into or exchangeable into Equity shares (including warrants, or otherwise), and/or non-convertible debt instruments along with warrants or Qualified Institutions Placement (QIP), fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and/ or convertible preference shares or any securities convertible into Equity Shares (the Equity Shares and all such other securities are hereinafter referred to as ‘Securities’), or any combination/s thereof, in one or more tranches as may be decided, whether Rupee denominated or denominated in foreign currency, by such means as decided by the Company and approved by the Applicable Authorities, may determine in accordance with the applicable regulation(s) and as permitted under the applicable laws, in such manner in consultation with the Merchant Banker(s) and/or other Advisor(s) or otherwise, by way of one or more public issue and/or a fresh issuance of Equity Shares underlying the ADRs/ Sponsored or ADR/ GDR/ FCCB issuances or through any other permissible mode and/or private offerings and/or by way of Preferential Allotment in accordance with Chapter V of the SEBI ICDR Regulations or any combination thereof of, and/or more qualified institutions placement (‘QIP’) in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations or any combination thereof of any of the above, subject to applicable laws, for an aggregate amount not exceeding **150 Million USD** (One Fifty Million USD), inclusive of such premium as may be fixed on such Securities at such a time or times, in such a manner and on such terms and conditions including at such price or prices, at a discount or premium to market price or prices (as permitted under applicable law), as may be deemed appropriate by the Board in its absolute discretion, subject to applicable laws, considering the prevailing market conditions and other relevant factors, through issue of prospectus, and/or an offer/placement document and/or registration statement and/or any other permissible/requisite offer document at a discount or premium to market price or prices permitted under applicable law, to such eligible investor(s) and/or that may be permitted to invest in such issuance of securities, including eligible qualified institutional buyers (‘QIBs’) (as defined in the SEBI ICDR Regulations), eligible foreign/non-resident investors, domestic/ foreign investors, institutional investors, foreign portfolio investors, non-resident Indians, Indian public, individuals, companies / corporate bodies (whether incorporated in India or abroad), mutual funds, banks, insurance companies, pension funds, venture capital funds, foreign venture capital funds, financial institutions, trusts, qualified institutional buyers within the meaning of regulation 2(1)(ss) of the SEBI ICDR Regulations, and/or any other category of investors whether or not such investors or shareholders are members of the company, or as may be deemed appropriate by the Board of Directors of the Company (hereinafter called the “**Board**” which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution) at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall

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be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s), fixing of record date and as may be permitted under applicable law from time to time (the “Issue”). “

“RESOLVED FURTHER THAT pursuant to the above mentioned resolutions

- The securities proposed to be offered, issued, allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Companies Act and other applicable laws.
- The Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares in all respects.”

“RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted including upon conversion of any Securities or as may be necessary in accordance with the terms of the offering.”

RESOLVED FURTHER THAT in the event the proposed issuance of Securities is undertaken by way of a QIP, the allotment of the Eligible Securities (or any combination of Eligible Securities as may be decided by the Board) shall be completed within the time period allowed under the SEBI (ICDR) Regulations from time to time.

“RESOLVED FURTHER THAT in the event the Equity Shares are issued by way of a QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing the Equity Shares shall be the date of the meeting in which the Board (including any duly constituted committee of the Board) decides to open such Proposed Issue or the date on which holder of Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board or such date as may be permitted under ICDR Regulations, as amended.”

“RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as a fresh issue of new shares/ American Depository Receipts (‘ADRs’)/ Global Depository Receipts (‘GDRs’)/ Depository Receipts/Sponsored ADRs/Underlying Shares, the foreign depository authorised by the Board may issue depository receipts representing the underlying permissible Securities in such form and with such features and attributes as may be permitted under applicable law and required to provide for the tradability and free transferability thereof as per prevalent market practices and regulations (including listing on permissible overseas stock exchange(s)), the relevant date for the purpose of pricing such securities shall be determined in accordance with Applicable Laws, including the DR Framework, as the case may be (including any amendments thereto or re-enactment thereof, for the time being in force) or as may be permitted under applicable law.”

“RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, ADRs or GDRs, pursuant to the provisions of the FCCB Scheme, the Depository Receipt Scheme, 2014, the SEBI circular on framework for issue of depository receipts issued on October 10, 2019, the master direction on External Commercial Borrowings, Trade Credits and Structured Obligations issued by the RBI, as updated from time to time and applicable pricing provisions issued by the Ministry of Finance, as applicable, the Relevant date for the purpose of pricing the Securities shall be determined in accordance with FCCB Scheme and the GDR Scheme, as the case may be (including any amendments thereto or re-enactment thereof, for the time being in force) or as may be permitted under applicable law.”

“RESOLVED FURTHER THAT any issue of Eligible Securities made by way of a QIP under Chapter VIII of ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations (‘QIP Floor Price’). Furthermore, the Board may, at its absolute discretion, also offer a discount of not more than 5% (five per cent) or such other percentage as may be permitted under applicable law to the QIP Floor Price and price determined for issuance of Eligible Securities through a QIP under the SEBI (ICDR) Regulations shall be subject to appropriate adjustments as per the provisions of Regulations of the ICDR Regulations, as may be applicable.”

“RESOLVED FURTHER THAT the relevant date for the determination of the applicable price for the issue of any other Securities shall be as per the regulations/ guidelines prescribed by the SEBI, the Ministry of Finance, the RBI, the GOI through their various departments, or any other regulator, as the case may be, and the pricing of

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any Equity Shares issued upon the conversion of such Securities shall be made subject to and in compliance with the applicable rules and regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of securities or Equity Shares on conversion of securities pursuant to the Issue, the Board be and is hereby authorized on behalf of the Company to seek listing of any or all of such securities as the case may be, on one or more stock exchanges in India or outside India (“Stock Exchanges”) and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.”

“RESOLVED FURTHER THAT the relevant date for the determination of the applicable price for the issue of any other Securities shall be as per the regulations/ guidelines prescribed by the SEBI, the Ministry of Finance, the RBI, the GOI through their various departments, or any other regulator, as the case may be, and the pricing of any Equity Shares issued upon the conversion of such Securities shall be made subject to and in compliance with the applicable rules and regulations.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approvals, consents permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental body, authority or regulatory institution, the aforesaid the issue of securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the price or period of conversion of Securities during the duration of the Securities and the Board (including any duly constituted committee of the Board or “Fund/Capital raising committee” duly constituted by the Board) be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable law.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, debenture trustees and all such agencies as are or may be required to be appointed, involved or concerned and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including any duly constituted committee of the Board) be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue, including discussions with SEBI, RBI and the Stock Exchanges to determine the process of the Issue, finalization and approval of the draft as well as final offer document(s)/placement documents/any other permissible/requisite offer document, determining the form and manner of the Issue, finalization of the dates and timing of the Issue, identification and class of the investors, determining the issue price, tranches, execution of various transaction documents, appoint such intermediaries, lead managers, lawyer, advisors and all other appropriate representative and remunerate them as they deem appropriate, signing of declarations, utilization of the Issue proceeds, and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board or Committee thereof be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of directors as constituted under Applicable Laws, and to any director(s), executive(s), officer(s) or representatives(s) of the Company in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and

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things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue.”

“**RESOLVED FURTHER THAT** a copy of the above resolution, certified to be true by any of the Directors of the Company or the Company Secretary of the Company, be forwarded to the authorities concerned for necessary action”.

**By Order of the Board
For Wardwizard Innovations and Mobility Limited**

Sd/-

**Yatin Sanjay Gupte
(Managing Director)**

DIN: [07261150](#)

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Place: Vadodara

Date: 06-02-2023

WARDWIZARD INNOVATIONS & MOBILITY LIMITED

CIN: L35100MH1982PLC264042

Registered Office: Shop No-508, Swami Samarth Plaza Gantra Hospital,
RRT Road, Mulund West Mumbai City – 400080, India

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

Tel: +91 9727755083/ 6358999127, Website: www.wardwizard.in

Email ID: compliance@wardwizard.in

Notes:

- 1) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India by its vide General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020 read with General Circular No. 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 and 3 /2022 dated May 5, 2022 and General Circular No. 11/ 2022 dated December 28, 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 May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and circular no. SEBI/ HO/CFD/ PoD-2/P/ CIR/ 2023/ 4 dated January 5, 2023 issued by the Securities and Exchange Board of India (collectively referred to as “SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the forthcoming EOGM 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 EOGM through VC/OAVM.
- 2) The Members can join the EOGM through VC/OAVM 15 minutes before the scheduled time of the commencement of the Meeting and during the EOGM by following the procedure mentioned in the Notice. The facility of participation at the EOGM 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 EOGM without restriction on account of first come first served basis.
- 3) Since the EOGM 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 EOGM 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 EOGM 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 EOGM 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, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EOGM 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 EOGM 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 EOGM through VC / OAVM on its behalf and to vote through remote e-voting at least 48 hours before the EOGM. The said resolution / authorization shall be sent to the scrutinizer by e-mail through its registered e-mail address to cpoojagala@gmail.com or upload on the VC portal / e-voting portal i.e., www.evoting.nsdl.com.
- 8) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the business to be transacted at the EOGM is annexed hereto.

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- 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 **Friday, the 24th February, 2023**. 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 EOGM 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 EOGM is also available for download on the website of the Company at www.wardwizard.in, the e-voting portal i.e., www.evoting.nsdl.com and on the websites of the Stock Exchanges, i.e., BSE at 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 intimate their email address to Company's RTA, Purva Sharegistry (India) Pvt. Ltd. Registrar & Share Transfer Unit No. 9 Shiv Shakti Industrial Estate, J R Boricha Marg, Near Lodha Excelus, Lower Parel (E), Mumbai, Maharashtra, 400011 at support@purvashare.com
 - 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 EOGM through VC/ OAVM by logging on to the e-voting website of NSDL at 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 EOGM may register themselves as a speaker by sending their request in advance at least seven days before the EOGM. Members who do not wish to speak during the EOGM but have queries may send their queries, mentioning the name, securities demit account number/ folio number, email id, mobile number to 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 EOGM 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 EOGM.
 - 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 EOGM may also attend/participate in the EOGM through VC / OAVM but shall not be entitled to cast their vote again.

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

The remote e-voting period begins on **Tuesday, February 28, 2023 at 09:00 A.M.** and ends on **Thursday, March, 02, 2023 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., **24th February, 2023** 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 **February 24, 2023**.

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 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.

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"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider 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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned

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	<p>below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.
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 & 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.

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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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.
4. 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

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	For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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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.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.

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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 <Please mention the e-mail ID of Scrutinizer> with a copy marked to 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., **February 24, 2023**, may obtain the login ID and password by sending a request at 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 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., **February 24, 2023** 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 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 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

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:

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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 (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 (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 for procuring user id and password for e-voting by providing above mentioned documents.
 4. 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.

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.

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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 (company email id) latest by 05:00 p.m. (IST) on **Friday, 24th day of February, 2023**. 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 EOGM.

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

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EXPLANATORY STATEMENT
(Pursuant to Section 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. 1 to 3 of the accompanying notices:

ITEM NO. 1: REGULARIZATION OF MR. AVISHEK KUMAR (DIN: [09314508](#)) AS NON-EXECUTIVE - INDEPENDENT DIRECTOR

At the Board Meeting of the Company held on 06th December, 2022, the Board had appointed Mr. **Avishek Kumar (DIN: [09314508](#))** as an Additional Non-Executive Independent Director w.e.f 06th December, 2022 of the Company. In terms of Section 161(1) of the Act, **Avishek Kumar (DIN: [09314508](#))** holds office up to the date of this ensuing General Meeting and is eligible for appointment as Non-Executive Independent Director.

The appointment of Mr. **Avishek Kumar (DIN: [09314508](#))** shall be effective upon approval by the members of the Company in the Meeting. Mr. **Avishek Kumar (DIN: [09314508](#))** is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company and has given declaration to the Board that he meets criteria for independence as provided under section 149(6) of the Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Brief Resume of Mr. Avishek Kumar (DIN: [09314508](#))

He holds a Bachelor of Engineering in Electrical Engineering from R.V College of Engineering, India, Master of Science in Microelectronics from Technical University of Munich, Germany and Nanyang Technological University Singapore and a Doctor of Philosophy (PhD) in Electrical and Computer Engineering from National University of Singapore. He has more than 15 years' experience in the field of Solar Technology and Energy Storage.

Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of Director	Mr. Avishek Kumar
Fathers' Name:	Mr. Hareram Choudhary
Date of Birth:	09/02/1985
First Appointment on Board:	06 th December, 2022
Nature of his expertise in specific functional areas:	He has more than 15 years' experience in the field of Solar Technology and Energy Storage.
Years of Experience:	15 years & more
Qualification:	He holds a Bachelor of Engineering in Electrical Engineering from R.V College of Engineering, India. Master of Science in Microelectronics from Technical University of Munich, Germany and Nanyang Technological University Singapore and a Doctor of Philosophy (PhD) in Electrical and Computer Engineering from National University of Singapore.

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Directorship in Other Companies:	A) <u>INDIAN COMPANY</u> 1. Vflowtech India Private Limited (B) <u>SINGAPORE COMPANY</u> 1. Vflowtech Pte. Ltd. 2. Sun Konnect Pte. Ltd. 3. Advanced Microgrid Solutions Pte. Ltd. 4. V-Flow Tech Africa Pte. Ltd. 5. Sun Konnect Synergy Pte. Ltd. 6. Liv Energy Venture Pte. Ltd. 7. Datakrew Pte. Ltd.
Name of other public limited Companies, where he is Director	Nil
Member/Chairman of the Committee including this listed entity	Chairmanships: None Membership: None
Shareholding in the Company as on 31 st December, 2022 (including shareholding as a beneficial owner)	Nil
Last Drawn remuneration:	Nil
Relationship with other Directors and KMP:	Not related to any Director or Key Managerial Personnel of the Company
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	MATLAB, Python, JMP, C, C++, MEDICI, Origin Pro, Microsoft Office (Word, Excel PowerPoint), PVSyst, Helioscope, Homer, AutoCAD, SPC, Poka-yoke, Project Management and Data analytics

Your directors recommend passing the Resolution at Item No. 1 of the Notice, as a Special Resolution

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, financially or otherwise, deemed to be concerned or interested in this item of business.

ITEM NO 2: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015 FOR FINANCIAL YEAR 2023-2024.

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ('the Act'), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the Shareholders by way of Ordinary Resolution, in case certain transactions with related parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

Pursuant to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of Members of a listed entity by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered material, if the

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transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds INR 1,000 Crore or 10.00% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into contract(s)/ arrangement(s)/ transaction(s) with "Related Parties" as mentioned below, which are in the ordinary course of business. Further, the estimated value of the proposed transaction is likely to exceed the said threshold limit of 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company and therefore may exceed the materiality threshold as prescribed under Regulation 23 of the SEBI Listing Regulations. Thus, these transactions would require the approval of the Shareholders by way of Special Resolution.

Accordingly, the related party transactions as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings are hereby placed before the Shareholders for their approval by way of Special Resolution to enable the Company/Subsidiary Companies to enter into the following Related Party Transactions in one or more tranches. The transactions under consideration, are proposed to be entered into by the Company/ Subsidiary Companies with the following related parties in the ordinary course of business and at arms' length basis

The list of related parties is as follows, with whom Company may enter into business transaction (s) during the year 2023-24:

Sr. No.	Name of Related Party	Relationship	Nature of Transaction	Transaction Amount	Financial Year
1	Mr. Yatin Sanjay Gupte	Promoter and Managing Director of the Company	As per Section 188 and RPT Policy of the Company	Rs. 10 Crores	2023-24
2	Mr. Sojan Avirachan	Mr. Yatin Sanjay Gupte, Mr. Sojan Avirachan are business partners. Aevas Business Solutions Private Limited is promoted by Mr. Sojan Avirachan	As per Section 188 and RPT Policy of the Company	Rs. 5 Crores	2023-24
3	Mr. Venkataramana Revuru	Mr. Yatin Sanjay Gupte, Mr. Venkata Ramana Revuru are business partners. Garuda Mart India Private Limited is promoted by Mr. Venkata Ramana Revuru	As per Section 188 and RPT Policy of the Company	Rs. 5 Crores	2023-24
4	Aevas Business Solutions Private Limited	Promoter of the Company, Aevas Business Solutions Private Limited which is promoted by Mr. Sojan Avirachan	As per Section 188 and RPT Policy of the Company	Rs. 150 Crores	2023-24
5	Garuda Mart India Private Limited	Promoter of the Company, Garuda Mart India Private Limited which is promoted by Mr. Venkata Ramana	As per Section 188 and RPT Policy of the Company	Rs. 150 Crores	2023-24

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		Revuru	Company		
6	Wardwizard Solutions India Private Limited	Promoter of the Company, Wardwizard Solutions India Private Limited which is promoted by Mr. Yatin Sanjay Gupte	As per Section 188 and RPT Policy of the Company	Rs. 300 Crores	2023-24
7	Mr. Sanjay Mahadev Gupte	Relative of Promoter & Managing Director of the Company. He is an Executive Director of the Company	As per Section 188 and RPT Policy of the Company	Rs. 1 Crores	2023-24
8	I Secure Credit and Capital Services Limited (Formerly Known as Orchid Securities Limited)	I Secure credit and Capital Service Limited which 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	Rs. 10 Crores	2023-24
9	Mangalam Industrial Finance Limited	Mangalam Industrial Finance Limited which 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	Rs. 10 Crores	2023-24
10	Wardwizard Foundation	Mr. Yatin Sanjay Gupte and Mrs. Sheetal Mandar Bhalerao, both are the trustees	As per Section 188 and RPT Policy of the Company	Rs. 5 Crores	2023-24
11	Wardwizard Foods and Beverages Limited	Wardwizard Foods and Beverages Limited which is Promoted by Mr. Yatin Sanjay Gupte and Mrs. Sheetal Bhalerao, both are the common directors of the Company.	As per Section 188 and RPT Policy of the Company	Rs. 10 Crores	2023-24
12	Wardwizard Medicare Private Limited	Wardwizard Medicare Private Limited which is Promoter by Mr. Yatin Sanjay Gupte, Mr. Yatin Sanjay Gupte and Mrs. Sheetal Mandar Bhalerao are common	As per Section 188 and RPT Policy of the Company	Rs. 5 Crores	2023-24

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		directors in the Company			
13	Wardwizard Solutions Uganda Limited	Wardwizard Uganda Ltd., which is a subsidiary of Wardwizard Solutions India Private Limited (i.e 76% owned by Parent Company i.e Wardwizard Solutions India Private Limited), which is a promoter of company	As per Section 188 and RPT Policy of the Company	Rs.15 Crores	2023-24
14	Wardwizard Global PTE. LTD.	Wardwizard Global PTE Ltd., which is a wholly owned subsidiary of Wardwizard Innovations and Mobility Limited (i.e Parent Company)	As per Section 188 and RPT Policy of the Company	Rs.20 Crores	2023-24

Moreover, the estimated value of the transaction(s) with the respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or consultancy fees, Borrowing/Lending (Loans and advances) on such term(s) and condition(s) as the Board of Directors as may be deemed fit or appointment of such related party 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 2023-2024 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 (LODR) Regulations 2015 and Indian Accounting Standard (**Ind AS**) 24 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 (LODR) Regulations and SEBI circular no SEBI/HO/CFD/CMD/CIR/P/2021/662 dated 22nd November, 2021 are as follows:

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Sr no	Particulars	Details													
1	Name of the Related Party	Mr. Yatin Sanjay Gupte	Mr. Sojan Avirachan	Mr. Venkataramana Revuru	Aevas Business Solutions Private Limited	Garuda Mart India Private Limited	Wardwizard Solutions India Private Limited	Mr. Sanjay Gupte	I Secure Credit and Capital Services Limited (Formerly Known as Orchid Securities Limited)	Mangalam Industrial Finance Limited	Wardwizard Foundation	Wardwizard Foods and Beverages Limited	Wardwizard Medicare Private Limited	Wardwizard Solutions Uganda Ltd	Wardwizard Global PTE Ltd
2	Name of the Director or KMP who is related	NONE	NONE	NONE	Mr. Sojan Avirachan is a Promoter and Director of Aevas Business Solution Private Limited.	Mr. Venkataramana Revuru is a Promoter and Director of Garuda Mart India Private Limited	Mr. Yatin Gupte is a Director and Promoter of Wardwizard Solution India Private Limited	Relative of Promoter & Managing Director of the Company	Mr. Yatin Gupte is a Director of I Secure Credit & Capital Services Limited	Mr. Yatin Gupte is a Director of Mangalam Industrial Finance Limited	Mr. Yatin Gupte, Mrs. Sheetal Bhalerao, Trustees of Wardwizard Foundation	Wardwizard Foods and Beverages Limited is Promoted by Mr. Yatin Sanjay Gupte, Mrs. Sheetal Bhalerao	Mr. Yatin Sanjay Gupte and Mrs. Sheetal Bhalerao are Directors in Wardwizard Medicare Private Limited	Wardwizard Uganda Ltd., which is a subsidiary of Wardwizard Solutions India Private Limited, which is promoted by Mr. Yatin Sanjay Gupte	Mr. Yatin Gupte is Director of Wardwizard Global PTE Ltd.
3	Nature of Relationship (including nature of interest, financial or otherwise)	Promoter, Chairman and Managing Director holds 35.29% Shares	Mr. Sojan Avirachan is a Promoter and Director of Aevas Business Solution Private Limited.	Mr. Venkataramana Revuru is a Promoter and Director of Garuda Mart India Private Limited	Promoter of company holds 11.45% Shares	Promoter of company holds 10.68% Shares	Promoter of company holds 12.66% Shares	Relative of Promoter & Managing Director of the Company He is an Executive Director of the Company	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	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	Mr. Yatin Gupte, Managing Director & Promoter of the Company Mrs. Sheetal Bhalerao, Director, both are the Trustees of Wardwizard Foundation	Wardwizard Foods and Beverages Limited is Promoted by Mr. Yatin Sanjay Gupte, Mrs. Sheetal Bhalerao	Mr. Yatin Sanjay Gupte and Mrs. Sheetal Bhalerao are Directors in Wardwizard Medicare Private Limited	Wardwizard Uganda Ltd. is 76% owned subsidiary of Wardwizard Solutions India Private Limited, which is our promoter company	Wardwizard Global PTE Ltd. is wholly owned subsidiary of Wardwizard Innovations and Mobility Limited
4	Nature of Transactions	As per Section 188 and RPT policy of the Company													
5	Tenure of Transaction	2023-24	2023-24	2023-24	2023-24	2023-24	2023-24	2023-24	2023-24	2023-24	2023-24	2023-24	2023-24	2023-24	2023-24
6	Maximum value of	Rs. 10 Crores	Rs. 5 Crores	Rs. 5 Crores	Rs. 150 Crores	Rs. 150 Crores	Rs. 300 Crores	Rs. 1 Crores	Rs. 10 Crores	Rs. 10 Crores	Rs. 5 Crores	Rs. 10 Crores	Rs. 5 Crores	Rs.15 Crores	Rs.20 Crores

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Transactions during Financial Year 2023 - 24																
7 Type, Material terms and particulars of the proposed transaction	The transaction involves (a) sale, purchase or supply of any goods or materials; (b) selling or otherwise disposing of, or buying, property of any kind; (c) leasing of property of any kind; (d) availing or rendering of any services; (e) Borrowing/Lending (Loans and Advances) during the financial year 2023-24 on such term(s) and condition(s) as the Board of Directors may deem fit.							The transaction involves payment of Remuneration and Consultancy during the financial year 2023-24	The transaction involves (a) sale, purchase or supply of any goods or materials; (b) selling or otherwise disposing of, or buying, property of any kind; (c) leasing of property of any kind; (d) availing or rendering of any services; (e) Borrowing/Lending (Loans and Advances) during the financial year 2023-24 on such term(s) and condition(s) as the Board of Directors may deem fit.							
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	5.42%	2.71%	2.71%	81.27%	81.27%	162.55%	0.54%	5.42%	5.42%	2.71%	5.42%	2.71%	8.13%	10.84%		
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	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	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	The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company.															

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	subsidiary.														
11	Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments	YES	YES	YES	YES	YES	YES	YES	YES	YES	YES	YES	YES	YES	YES
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	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party.							
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.

The Indicative base price/ current contracted price and the formula for variation in the price if any: **It cannot be ascertained at this moment, it depends on the purchase during said period.**

Other conditions as the audit committee may deem fit: **NIL**

Manner of determining the pricing: **All the Proposed transaction (s) would be carried out as part of business requirement of the Company and are ensured to be on arm's length basis.**

Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors: **All factors have been considered.**

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The contract (s)/ arrangement (s) / transaction(s) with above related parties are necessary in the ordinary course and have a significant role in the Company's operations. Therefore, the Board of Directors commends the resolution as set-out at item no 2 for approval of the shareholders as Special Resolution.

Any subsequent material modifications in the proposed transactions, as may be defined or recommended 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/Promoter except Mr. Yatin Gupte, Managing Director, Mr. Sanjay Gupte, Executive Director and Mrs. Sheetal Mandar Bhalerao, Non-Executive Non-Independent Director, Wardwizard Solutions India Private Limited, (Promoter) Aevas Business Solutions Private Limited (Promoter), Garuda Mart India Private Limited (Promoter) are concerned or interested, financially or otherwise in the resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 3: TO APPROVE FUND ARISING ACTIVITIES & ISSUANCE OF SECURITIES BY THE COMPANY

The Company being an Innovation Driven Electric Vehicles Manufacturing Company, its services and business model is expected to be understood and valued by offshore investors; particularly in the United States. The board of directors of the Company (the "**Board**") at its meeting held on Tuesday, 6th December, 2022, was of the view that a sponsored ADR / Depositary Receipts program, listed on Stock Exchanges (either NYSE and/or Nasdaq or any other overseas exchange) shall enhance the Company's liquidity position, future growth and expansion and broaden its investor base and has accordingly authorized the proposed issue and offer of ADRs and/or Equity Shares. Further, a sponsored ADR / Depositary Receipts program will provide eligible shareholders under Applicable Laws of the Company an opportunity to tender their Equity Shares by participation in the said sponsored program.

In terms of Section 62(1)(c) of the Act, shares may be issued to persons who are not the existing shareholders of a company, if the company is authorised by a special resolution passed by its shareholders. Further, in terms of provisions of Section 42 and 71 of the Act read with of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, a company can issue its securities including debentures on private placement basis after obtaining prior approval of the members of the Company by a special resolution. Therefore, consent of the Shareholders is being sought for passing the special resolution, pursuant to applicable provisions of the Act and other applicable law.

The Securities offered, issued, and allotted by the Company in terms of the resolution would be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and any Securities that may be created, offered, issued and allotted by the Company shall rank, in all respects, pari-passu with the existing Securities of the Company. The pricing of the Securities shall be determined in accordance with the relevant provisions of the SEBI ICDR Regulations, the Companies Act, and any other applicable law.

In order to enable the Company to access the capital market at the appropriate time, it is recommended to obtain the shareholder's approval for the proposal to create, offer, issue and allot Equity Shares, GDRs, ADRs, FCCBs and such other securities as stated in the resolution (the "Securities") at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made at the time of such offer, issue and allotment, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead managers or advisors, either in foreign currency or equivalent Indian Rupees inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate in accordance with

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applicable law. The Company intends to issue Securities for a value not exceeding 150 Million USD (One Fifty Million USD) or its equivalent in any foreign currency.

The Special Resolution seeks to give the Board powers to raise Funds by issue of Securities in one or more tranche or tranches, by way of one or more public and/or private offerings, and/ or including Qualified Institutions Placement ('QIP') or any combination thereof at such time or times, at such price or prices and to eligible person(s) including Qualified Institutional Buyers ('QIBs') as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('ICDR Regulations') in accordance with Chapter VIII of the ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of equity shares of the Company or not as the Board in its absolute discretion may deem fit. The detailed terms and conditions for the offer will be determined by the Board in consultation with the Advisors, Lead Managers, and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

In connection with the proposed issue of securities, the Company is required, inter alia, to prepare various documentations and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of securities to be issued to them and the price of securities to be issued, the same would be in accordance with Provision of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, the Depository Receipts Scheme, 2014, Framework for issue of Depository Receipts or any other guidelines/ regulations/ consents, each as amended, as may be applicable or required. The "Relevant Date" for the purpose of determination of price of equity shares and/or eligible convertible securities shall be the date as determined in accordance with the SEBI (ICDR) Regulations, other applicable laws and as mentioned in the resolution. Hence, the details of the proposed Allottees, percentage of post preferential offer holding that may be held by them and post offer holding pattern of securities of the Company and other details are not available at this point of time and shall be disclosed by the Company under the applicable regulations in due course (at appropriate times and modes). Accordingly, it is proposed to authorize the Board or a Committee thereof to identify the investor(s), issue such number of securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company

The issue price, timing and detailed terms and conditions for the issuance of Securities shall be finalized by the Board, in consultation with lead managers, advisors and such other intermediaries, and in the manner and as permitted by Applicable Authorities, in due consideration of prevailing market conditions and other relevant factors.

This Special Resolution, if passed, will have the effect of allowing the Board/ Committee to offer, issue and allot Securities to the investors, who may or may not be the existing members of the Company.

The Equity Shares, if any, allotted on issue, conversion of securities shall rank pari passu with the existing Equity Shares in all respects.

The resolution as set out at Item No. 3 of this Postal Ballot Notice and the terms stated hereinabove shall be subject to the guidelines/regulations issued/ to be issued by the Applicable Authorities, in India and Overseas, in that regard and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by any of the Applicable Authorities or in case they do not confirm with the SEBI ICDR Regulations and/or applicable rules, regulations requirement etc. of the overseas Applicable Authorities for issue and listing of ADRs / Depository Receipts on overseas exchanges, including any amendment, modifications, variation or re-enactment thereof.

WARDWIZARD INNOVATIONS & MOBILITY LIMITED

CIN: L35100MH1982PLC264042

Registered Office: Shop No-508, Swami Samarth Plaza Gantra Hospital,
RRT Road, Mulund West Mumbai City – 400080, India

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

Tel: +91 9727755083/ 6358999127, Website: www.wardwizard.in

Email ID: compliance@wardwizard.in

The Special Resolution, if passed, will have the effect of allowing the Board to issue and allot Securities to the investors who may or may not be the existing shareholders of the Company. The Company with this resolution seeks the approval of the shareholders to undertake fund raising activity, through one or multiple modes including through an issue of QIP, GDRs, ADRs, FCCBs, etc. The Company will make requisite disclosures to the stock exchanges under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The approval of the shareholders is being sought to enable the Board or any Committee thereof, constituted or to be constituted by the Board for this purpose, to decide on the issuance of Securities, to the extent and in the manner stated in the special resolution, as set out in item no. 3 of this notice, without the need for any fresh approval from the shareholders of the Company in this regard.

The relevant documents, resolutions passed at the Board and Committee Meetings and other allied documents, if any, being referred in the resolution, would be available on the Company's website at <https://wardwizard.in/>

The proposed resolution is in the interest of the Company and the Board of the Company recommends the resolution set out at Item No. 3 for the approval of the members as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than to the extent of their shareholding in the Company, if any, are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 3 of this Notice.

By Order of the Board
For Wardwizard Innovations and Mobility Limited
Sd/-
Yatin Sanjay Gupte
Managing Director
DIN: [07261150](#)

Registered Office: Shop No-508, Swami Samarth Plaza Gantra Hospital, RRT Road, Mulund West Mumbai
Mumbai City MH 400080

CIN: L35100MH1982PLC264042

Email: compliance@wardwizard.in

Place: Vadodara

Date: 06-02-2023