

**WARDWIZARD INNOVATIONS & MOBILITY LIMITED**  
**(FORMERLY KNOWN AS MANVIJAY DEVELOPMENT CO. LTD.)**

(CIN NO. L35100MH1982PLC264042)

Registered Office: 701, 7<sup>th</sup> Floor, Plot -96/98, Platinum Arcade, JSS Rd, Central Plaza Cinema,  
Charni Rd, Girgaum, Mumbai 400004 (Maharashtra), India

Corporate Office: C-222, GIDC Makarpura Industrial Estate, Vadodara-390010, Gujarat, India

Email Id: manvijaydcl@manvijay.com, Website: www.manvijay.com, Tel No:+91 9727755083

Date: - 13<sup>th</sup> February, 2020

To,  
BSE Limited  
Listing Compliance  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400 001.

Sub: Notice of Extra-Ordinary General Meeting (EOGM) to be held on March 12<sup>th</sup>, 2020.

Ref: - Wardwizard Innovations & Mobility Limited (Formerly known as Manvijay Development Company Ltd).

Dear Sir/Madam,

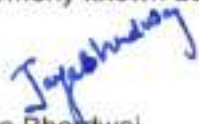
Pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirement), Regulation 2015, please find attached herewith Notice of Extra Ordinary General Meeting (EOGM) will be held on **March 12<sup>th</sup>, 2020 at 11:00 A.M.** at **"Mango Hotels Tansha Residency " R.C Dutt Road, Opp. Circuit House, Alkapuri, Vadodara-390007, Gujarat India.**

The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EOGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL). The remote e-voting period commences on **March 09<sup>th</sup>, 2020 (9:00 AM)** and ends on **March 11<sup>th</sup>, 2020 (5:00 P.M)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of March 05, 2020 may cast their vote by remote e-voting.

Kindly take a note of the same.

Thanking you,

For Wardwizard Innovations & Mobility Limited  
(Formerly known as Manvijay Development Company Limited)

  
Jaya Bhardwaj  
(Company Secretary)



Encl: As above

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**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

NOTICE is hereby given that the “02 /2019-2020” **EXTRA ORDINARY GENERAL MEETING (EOGM)** of the members of Wardwizard Innovations & Mobility Limited (Formerly known as Manvijay Development Company Limited) will be held on **Thursday 12<sup>th</sup> March, 2020 at 11:00 a.m.** at **Mango Hotels Tansha Residency “R.C Dutt Road, Opp. Circuit House, Alkapuri, Vadodara - 390007 , Gujarat** to transact the following business:

**SPECIAL BUSINESS:**

**TO CONSIDER RE-CLASSIFICATION OF PROMOTERS OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and successful completion of Open Offer by Yatin Sanjay Gupte and M/s. Wardwizard Solutions India Private Limited (“Acquirers”/ “New Promoters”) under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subject to necessary approvals from Stock Exchange, shareholders of the Company and other appropriate Regulatory authorities, as may be necessary, the consents of the Shareholders of the Company be and is hereby accorded to designate the Acquirers to be Promoter and Promoter Group of the Company and re-classify “Outgoing Promoter and Promoter Group” i.e. Mr. Nitin Manohar Pradhan, M/s. Pradman Property Consortium of India LLP (formerly known as Pradman Property Consortium of India Pvt. Ltd.) and M/s. Preses Constructions Solutions Private Limited to “Public category” since the outgoing promoter and promoter group are neither involved in the management of the Company nor they exercise control over the affairs of the Company directly or indirectly and they are not holding any shares in the Company nor they are holding more than 10% of the total voting rights in the Company and also none of the following entity/person(s) have entered into any shareholder’s or other agreement with the Company nor they have any veto rights or special information rights or special rights as to voting power or control of the Company:

Particulars	Outgoing Promoter & Promoter Group	New Promoter & Promoter Group
Promoter and Promoter Group	1) Mr. Nitin Manohar Pradhan, 2) Pradman Property Consortium of India LLP (formerly known as Pradman Property Consortium of India Pvt. Ltd.) and 3) M/s. Preses Constructions Solutions Private Limited	1) Mr. Yatin Sanjay Gupte and 2) M/s. Wardwizard Solutions India Private Limited

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**RESOLVED FURTHER THAT** on approval of Stock Exchange and upon application for reclassification of the “Existing Promoter and Promoter Group” as “Public Category”, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and compliance to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.

**RESOLVED FURTHER THAT** pursuant to Regulation 31A (3) sub clause (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018, it is hereby confirmed that, the aforesaid entity/person(s) seeking reclassification:

- i. Do not hold more than ten percent of the total voting rights in the Company;
- ii. Do not exercise control over the affairs of the Company directly or indirectly;
- iii. Do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv. Shall not be represented on the Board of Directors (including not having a nominee director) of the Company;
- v. Shall not act as a key managerial person in the Company;
- vi. Are not a ‘willful defaulter’ as per the Reserve Bank of India Guidelines;
- vii. Are not a fugitive economic offender.

**RESOLVED FURTHER THAT** Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“LODR Regulations”] has provided a regulatory mechanism for re-classification of Promoters as Public Shareholders and also when the new promoter replaces the previous promoter subsequent to the Open Offer.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution for Re-classification of Promoter/ Promoter Group to Public Shareholding, the Board or Company Secretary or the officers authorized by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard and to submit all the requisite applications, representations, filings etc. with the Stock Exchanges and other regulatory authorities as may be required in this regard without requiring the Board to secure any further consent or approval of the members of the Company”.

**RESOLVED FURTHER THAT** the consent of the Board be and is hereby accorded for seeking the approval of the shareholders at the ensuing General Meeting for the reclassification of the status of “outgoing promoters” as “Public” by including this item in the ensuing general meeting.

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**For & On Behalf of the Board**  
**Wardwizard Innovations & Mobility Limited**  
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**SD/-**

**Yatin Sanjay Gupte**  
**(Managing Director)**

**DIN: 07261150**

**Place: Vadodara**

**Date: February 13, 2020**

Notes:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, as amended (the "Companies Act" or the "Act") with respect of the special business as set out in the Notice is annexed hereto.
2. 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/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT MORE THAN FIFTY MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A PROXY FORM IS ATTACHED HEREWITH.
3. Corporate Members are requested to send to the corporate office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Extra Ordinary General Meeting.
4. Members are requested to bring their admission slip along with copy of the report to Extra Ordinary General Meeting.
5. Relevant documents referred to in the accompanying Notice and Explanatory Statement would be available for inspection by the members at the Corporate Office of the Company

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on all working days, except Saturday/Sunday & Public Holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the Extra Ordinary General Meeting.

6. Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DP ID in all correspondence, so as to enable the Company to address any future communication at their correct address.
7. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.
8. Members desirous of seeking any information concerning the Accounts or operations of the Company is requested to address their queries in writing to the Company at least seven days prior to the Extra Ordinary General Meeting so that the requested information can be made available at the time of the meeting.
9. Members holding shares in physical forms are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Member can contact the Company or the Company's Registrar and Transfer Agent, Skyline Financial Services Private Limited, for assistance in this regard. Members are requested to note that the Company's shares are under compulsory demat trading for all investors. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience.
10. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
11. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in single name are advised, in their own interest to avail of the nomination facility by filling form 2B. Members holding shares in the dematerialized form may contact their depository Participant for recording nomination in form may contact their depository Participant for recording nomination in respect of their shares.
12. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members

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holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.

14. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Notice of EOGM and other communications through electronic mode to those members whose email IDs are registered with the Company/ Depository Participants(s). As per provisions of Section 20 of the Companies Act, 2013 read with Rules there under, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his/her office/home address or by such electronic mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to his/her Depository Participants(s)/Company Share Transfer Agent from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Extra Ordinary General Meeting. For members who have not registered their email address with the Company, the service of documents will be affected by other modes of services as provided in Section 20 of the Companies Act, 2013 read with the relevant Rules thereunder. Printed copies of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Ballot Paper and Proxy Form is being sent to all members in the permitted mode.
15. Members may also note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website <http://www.manvijay.com/> for their download. The physical copies of the aforesaid documents will also be available at the Company's Corporate Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: manvijaydcl@manvijay.com.
16. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
17. Members can request for a Ballot Form at Wardwizard Innovations & Mobility Limited (Formerly known as Manvijay Development Company Limited), at corporate office at C-

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222, GIDC Makarpura Industrial Estate, Vadodara-390010 or they may also address their request through E-mail to: manvijaydcl@manvijay.com., Contact No.: +91 9727755083.

18. E-voting: In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the Extra Ordinary General Meeting (EOGM) by electronic means and all the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
19. The E-voting period for all items of business contained in this Notice shall commence from Monday March 09, 2020 at 9.00 a.m. and will end on Wednesday March 11, 2020 at 5.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of March 05, 2020, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their equity shareholding in the paid-up equity share capital of the Company as of March 05, 2020.
20. Santoshkumar Pandey (Alias S.K Pandey), Practicing Company Secretaries (Membership No. ACS 8546) and/or failing Ms. Pooja Jobanputra as an Independent Professional has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
21. The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 2 days of conclusion of the meeting and after scrutinizing such votes received shall make a Scrutinizer's report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.
22. The Results of E-voting shall be declared at the EOGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of EOGM.
23. The Route Map to the EOGM Venue is provided as a part of this Notice as required under Secretarial Standards.
24. Voting through electronic means

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I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EOGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EOGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through ballot paper shall be made available at the EOGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The members who have cast their vote by remote e-voting prior to the EOGM may also attend the EOGM but shall not be entitled to cast their vote again

IV. The remote e-voting period commences on Monday March 09, 2020 (9:00 am) and ends on Wednesday March 11, 2020 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of March 05, 2020 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

**Step 1: Log-in to NSDL e-Voting system**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password 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 will be as per details given below:



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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. Your password details 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 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, your 'initial password' is communicated to you on your postal address.

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](http://www.evoting.nsdl.com).

b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

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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 on NSDL e-Voting system.**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.

3. Select “EVEN” of the Company.

4. Now you are ready for e-Voting as the Voting page opens.

5. 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.

6. Upon confirmation, the message “Vote cast successfully” will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. 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 pandeysk2004@yahoo.co.in to with a copy marked to evoting@nsdl.co.in.

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

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User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. 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 March 5, 2020.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. March 5, 2020, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Share Transfer Agent of the Company, i.e. Skyline Financial Services Private Limited.

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" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll-free no.: 1800-222-990.

XI. A member may participate in the EOGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EOGM.

XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EOGM through ballot paper.

XIII. Santoshkumar Pandey (Alias S.K.Pandey), Practicing Company Secretaries (Membership No. ACS 8546) and/or failing Ms. Pooja Jobanputra as an Independent Professional has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.

XIV. The Chairman shall, at the EOGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the EOGM but have not cast their votes by availing the remote e-voting facility.

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(CIN: L35100MH1982PLC264042)

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XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EOGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <http://manvijay.com> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai and CSE Limited, Kolkata.

**For & On Behalf of the Board**  
**Wardwizard Innovations & Mobility Limited**  
**(Formerly known as Manvijay Development Company Limited)**

**SD/-**  
**Yatin Sanjay Gupte**  
**(Managing Director)**  
**DIN: 07261150**

**Place: Vadodara**

**Date: February 13, 2020**

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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 as under of the accompanying notices:

The Acquirers have entered into Share Purchase Agreement (SPA) with the Existing Promoters of the Company on 20th June, 2019 for acquisition of their entire shareholding of 45,28, 800 Equity Shares of the Company representing 69.89% of the total paid-up Capital of the Company. By virtue of the said SPA, there was change in the control & management of the Company. The Acquirers have made Open Offer of the Company (which was approved by SEBI on 2nd August, 2019) & Offer opened on 22nd August, 2019 & closed on 5th September, 2019. The Merchant Banker has filed their final certificate with SEBI on 23rd September, 2019 that the Open Offer was concluded successfully. The Company has informed its shareholders, BSE Ltd, CSE Ltd, SEBI all such corporate actions from time to time. The Company has received requests from Mr. Nitin Manohar Pradhan, Pradman Property Consortium of India LLP (formerly known as Pradman Property Consortium of India Pvt. Ltd.) and M/s. Preses Constructions Solutions Private Limited to reclassify "Existing Promoter and Promoter Group" to Public category as required under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations, 2015').

Pursuant to amendment of Regulation 31A of SEBI (LODR) Regulations, 2015 vide notification dated November 16, 2018, the Company has received a request letter dated 1st October, 2019 from "Outgoing Promoter and Promoter Group" i.e. Mr. Nitin Manohar Pradhan, Pradman Property Consortium of India LLP (formerly known as Pradman Property Consortium of India Pvt. Ltd.) and M/s. Preses Constructions Solutions Private Limited seeking for reclassification themselves under public category. The Board of Directors of the Company in its meeting held on October 09, 2019 has analyzed the request and reviewed & considered the request letters received from the members of the Promoter/Promoters Group for Reclassification from "Outgoing Promoter & Promoter Group" to "Public" Category. The Shareholders in the Postal Ballot Notice dated October 18, 2019 has approved the reclassification of the Promoters of the Company. The Company has filled In-Principle approval application on December 05, 2019 With BSE Limited for the said purpose. BSE vide its letter letter No. LIST/COMP/PC/285/2019-20 dated February 05, 2020 had rejected the reclassification of

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promoter as the Company has convened shareholders meeting within 2 months from the date of Board Meeting. Hence fresh approval from the shareholders' approval has to be obtained.

The Board recommends the Resolutions set out of this Notice for approval of the Members as Ordinary Resolution.

Detail of shareholding of the Company is as follows:

Name of the old Promoters	Shareholding (Prior Open Offer)		Shareholding (After Open Offer)	
	No of Equity Shares	%	No of Equity Shares	%
Mr. Nitin Manohar Pradhan	16,00,000	24.69	NIL	0
Pradman Property Consortium of India LLP (formerly known as Pradman Property Consortium of India Pvt. Ltd.)	28,10,600	43.37	NIL	0
M/s. Preses Constructions Solutions Private Limited	1,18,200	1.82	NIL	0

Particulars	Outgoing Promoter & Promoter Group	Present & New Promoter & Promoter Group
Promoter and Promoter Group	1) Mr. Nitin Manohar Pradhan, 2) Pradman Property Consortium of India LLP (formerly known as Pradman Property Consortium of India Pvt. Ltd.) and 3) M/s. Preses Constructions Solutions Private Limited	1) Mr. Yatin Sanjay Gupte and 2) M/s. Wardwizard Solutions India Private Limited

The Promoters seeking re-classification along with their personal promoter group entities do / will not:

A. have any special rights through formal or informal agreements.

B. hold more than 10% of the paid-up capital of the Company.

C. act as a Key Managerial person for a period of more than three years from the date of Shareholders' approval.

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As per the terms of SPA, the Existing Promoters of the Company have transferred their entire shareholding to the Acquirers on 26th September, 2019 and 27th September, 2019 respectively. The outgoing promoter & promoter group are not holding any shares of the Company as on 30<sup>th</sup> September, 2019 nor they are holding any KMP in the Company as on the date of Notice of Extra Ordinary General Meeting. The outgoing promoter & promoter group are neither involved in the management of the Company nor they exercise control over the affairs of the Company directly or indirectly and hold not more than 10% of the total voting rights in the Company and also none of them have entered into any shareholder's or other agreement with the Company nor they have any veto rights or special information rights or special rights as to voting power or control of the Company. The Board of Directors of the Company in its meeting held on 09th October, 2019 has accepted the request for change in the promoters' status. The Board has authorized any Directors of the Company or the Company Secretary & Compliance Officer of the Company to submit application for reclassification to Stock Exchange(s), wherein the securities of the Company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution.

The Shareholders of the Company had also approved the Re-Classification of Promoters of the Company through the Postal Ballot Notice dated 18th October, 2019. The BSE Limited vide its letter no LIST/COMP/PC/285/2019-20 dated 05th February, 2020 have rejected the application for the reclassification of the Promoters of the Company as the Company has convened Shareholders meeting within 2 months from the date of Board Meeting (i.e.09th October, 2019). Therefore, The Company is not meeting the requirement as mandated under the erstwhile Regulation 31(A) 3(a)(ii) of SEBI(LODR) Regulation 2015, hence the Company is now seeking fresh approval from the Shareholders of the Company for Reclassification of "Outgoing Promoter and Promoter Group" i.e. Mr. Nitin Manohar Pradhan, Pradman Property Consortium of India LLP (formerly known as Pradman Property Consortium of India Pvt. Ltd.) and M/s. Preses Constructions Solutions Private Limited.

The Board of Directors in its meeting held on February 13, 2020 has noted the contents of the letter issued by BSE Limited on 5<sup>th</sup> February, 2020 and decided to call for shareholders meeting to approve the resolution for Reclassification to meet the criteria specified under the Regulation 31A (3)(a)(ii).

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None of the Directors or Key Managerial Personnel of the Company or their relatives is in anyway concerned or interested in this Resolution.

**For & On Behalf of the Board**  
**Wardwizard Innovations & Mobility Limited**  
**(Formerly known as Manvijay Development Company Limited)**

**SD/-**

**Yatin Sanjay Gupte**  
**(Managing Director)**

**DIN: 07261150**

**Place: Vadodara**

**Date: February 13, 2020**



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**ROUTE MAP TO THE VENUE OF EXTRA ORDINARY GENERAL MEETING**

**Venue: Thursday 12<sup>th</sup> March, 2020 at 11:00 a.m. at Mango Hotels Tansha Residency “R.C Dutt Road, Opp. Circuit House, Alkapuri, Vadodara - 390007 , Gujarat**



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**ATTENDANCE SLIP**  
**(to be handed over at the Registration Counter)**

Folio No.	
DP ID	
Client ID	
No. of shares	

I certify that I am a member /proxy/ authorized representative of the member of the Company.

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company being held on Thursday 12th March, 2020 at 11:00 a.m. at Mango Hotels Tansha Residency "R.C Dutt Road, Opp. Circuit House, Alkapuri, Vadodara - 390007, Gujarat.

1. Name(s) of the Member: 1. Mr. /Ms. \_\_\_\_\_  
and Joint Holder(s) 2. Mr. /Ms. \_\_\_\_\_  
(In block letters) 3. Mr. /Ms. \_\_\_\_\_

3. Address : \_\_\_\_\_  
\_\_\_\_\_

3. Father's/Husband's Name (of the Member): Mr. \_\_\_\_\_

4. Name of Proxy : Mr. /Ms. \_\_\_\_\_  
1.  
2.  
3.

\_\_\_\_\_  
**Signature of the Proxy**

\_\_\_\_\_  
**Signature(s) of Member and Joint Holder(s)**

Notes:

1. Please complete the Attendance slip and hand it over at the Registration Counter at the venue.

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**Form No. MGT-11 Proxy form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Name of the member (s): \_\_\_\_\_

Registered address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Folio No/ Client Id: \_\_\_\_\_

DP ID: \_\_\_\_\_

I / We, being the member(s) of \_\_\_\_\_ Equity Shares of Wardwizard Innovations & Mobility Limited (Formerly known as Manvijay Development Company Limited), hereby appoint

1. Name : \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him / her

2. Name : \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him / her

3. Name : \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him / her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting (EOGM) of the company, to be held on the Thursday 12th March, 2020 at 11:00 a.m. at Mango Hotels Tansha Residency "R.C Dutt Road, Opp. Circuit House, Alkapuri, Vadodara - 390007, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

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Resolution No. & Nature of Resolution	Description	Vote	
		For	Against
<b>Special Business</b>			
1. Ordinary Resolution	To Consider Re-Classification of Promoters of The Company.		

Signed this ..... day of ..... 2020

Affix Revenue Stamp of not less than Re.1
---

Signature of Shareholder..... Signature of Proxy Holder(s).....

Notes:

(1) The form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company, not less than 48 hours before the Commencement of the meeting.

(2) A proxy need not be a Member of the Company.

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**Form No. MGT 12**  
**BALLOT PAPER/ POLLING PAPER**

Name(s) of Member(s) (in BLOCK/ CAPITAL Letters)	
Registered Address	
DP ID / Client ID or Folio No	
No. of equity shares held	

I/ We hereby exercise my/ our vote in respect of the following resolution(s) as set out in the Notice of **Extra Ordinary General Meeting (EOGM) of the Company held on Thursday 12th March, 2020 at 11:00 a.m. at Mango Hotels Tansha Residency "R.C Dutt Road, Opp. Circuit House, Alkapuri, Vadodara - 390007 , Gujarat** which is proposed to be placed for consideration of members at the aforesaid Extra Ordinary General Meeting of the Company, by recording my/ our assent and/ or dissent to the said Resolution(s) in the following manner:

Resolution No. & Nature of Resolution	Description	No. of Equity Share(s) held	I/ We assent to the resolution (For)*	I/We dissent to the resolution (Against)*
<b>Special Business</b>				
1. Ordinary Resolution	To Consider Re-Classification of Promoters of The Company.			

\*Please put a tick mark (✓) in appropriate column against the resolution(s) indicated above. In case the shareholder/ proxy wish his/ her vote to be used differently, he/ she should indicate the number of shares under the columns 'For' and/or 'Against'.

Place:

Date:

-----  
Signature of Shareholder/ Proxy