

**Date: 11<sup>th</sup> March, 2025**

**REF: WIML/BSE/POSTAL BALLOT/MARCH-2025**

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

**Scrip Code: 538970**

**Script ID: WARDINMOBI**

**Sub: Notice of Postal Ballot of Wardwizard Innovations & Mobility Limited**

**Listing Regulation: Regulation 30 and all other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended from time to time**

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and regarding our Board Meeting Outcome dated **08<sup>th</sup> March, 2025**, please find enclosed herewith a copy of the postal ballot notice dated **08<sup>th</sup> March, 2025** along with the Explanatory Statement pursuant to applicable provisions of the Companies Act, 2013 and related rules for seeking approval of the shareholders of the Company on the following resolutions:

Sr.No	Particulars	Type of Resolution
1.	APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH AEVAS BUSINESS SOLUTIONS PRIVATE LIMITED.	ORDINARY RESOLUTION
2.	APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH GARUDA MART INDIA PRIVATE LIMITED	ORDINARY RESOLUTION
3.	APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH WARDWIZARD SOLUTIONS INDIA PRIVATE LIMITED.	ORDINARY RESOLUTION
4.	APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH LCL AVIATION PRIVATE LIMITED.	ORDINARY RESOLUTION
5.	APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH BLUEBELLS INSURANCE BROKING PRIVATE LIMITED.	ORDINARY RESOLUTION
6.	APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH WARDWIZARD MEDICARE PRIVATE LIMITED.	ORDINARY RESOLUTION
7.	APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH WARDWIZARD HEALTHCARE LIMITED.	ORDINARY RESOLUTION
8.	APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH WARDWIZARD PROPERTIES HOLDINGS PRIVATE LIMITED.	ORDINARY RESOLUTION
9.	APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH WARDWIZARD RENEWABLE ENERGY PRIVATE LIMITED.	ORDINARY RESOLUTION
10.	APPOINTMENT OF MS. MANSI JAYENDRA BHATT (DIN: 10177722) AS A NON-EXECUTIVE INDEPENDENT WOMAN DIRECTOR OF THE COMPANY.	SPECIAL RESOLUTION
11.	APPROVAL OF THE APPOINTMENT OF MR. SANJAY MAHADEV GUPTE (DIN: 08286993) AS A WHOLE-TIME DIRECTOR OF THE COMPANY.	SPECIAL RESOLUTION
12.	APPROVAL FOR CANCELLATION OF 2,92,070 UNSUBSCRIBED EQUITY SHARES PORTION AND 13,58,403 EQUITY SHARES FORFEITED BY THE COMPANY FROM THE ISSUED AND SUBSCRIBED EQUITY SHARE CAPITAL OF THE COMPANY.	SPECIAL RESOLUTION

**CIN: L35100MH1982PLC264042**

**Registered Office:** Office No 4604, 46<sup>th</sup> Floor Kohinoor Square, Kelkar Marg, Shivaji Park, Dadar(West) Nr. R.G. Gadkari Chock Mumbai, Maharashtra-400028 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 | 6358849385 | **HQ Number:** 02668352000

The Postal Ballot Notice is being sent to the Members of the Company who have their email addresses registered with the Company/Depositories and whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on **Friday, 07<sup>th</sup> March, 2025 (“Cut-off date”)** through electronic mode only. Please note that there will be no dispatch of physical copies of Postal Ballot Notice or forms to the Members of the Company and no physical ballot forms will be accepted by the Company.

The Company has engaged the services of National Securities Depository Limited (‘NSDL’) to provide remote e-voting facility to the Members.

The remote e-voting period commences on **Thursday, 13<sup>th</sup> March, 2025, from 9:00 A.M. (IST)** and ends on **Friday, 11<sup>th</sup> April, 2025 at 5:00 P.M. (IST)**. The e-voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on the Cut-off date. Please note that communication of assent or dissent of the Members would only take place through the remote e-voting system. The instructions for remote e-voting are provided in the ‘Notes’ section to the Notice. The results of the voting by postal ballot will be announced not later than two working days from the conclusion of the remote e-voting.

The above information shall also be made available on the Company’s website [www.wardwizard.in](http://www.wardwizard.in) and the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Kindly take the above information on your record.

**Thanking you,**

**FOR WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

**JAYA ASHOK BHARDWAJ  
COMPANY SECRETARY AND COMPLIANCE OFFICER**

**WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

**CIN: L35100MH1982PLC264042**

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

**Corporate Office:** Survey 26/2, Opposite Pooja Farm, Sayajipura, Ajwa Road, Vadodara, Gujarat - 390019, India. **Tel:** + 91 6358849385 |

**Website:** [www.wardwizard.in](http://www.wardwizard.in) | **Email ID:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

**NOTICE OF POSTAL BALLOT**

*Pursuant to Section 108 and Section 110 of the Companies Act, 2013 ('Act') read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules') each as amended, and the applicable Circulars issued by the Ministry of Corporate Affairs ('MCA'), from time to time.*

**E-VOTING STARTS ON**

Thursday, 13 March, 2025 at 09:00 AM (IST)

**E-VOTING ENDS ON**

Friday, 11 April, 2025 at 05:00 PM (IST)

**Dear Members,**

**NOTICE** is hereby given that pursuant to Sections 108, 110 of the Companies Act, 2013 ("**the Act**"), read with Rules 20 and 22 of the Companies (**Management and Administration**) Rules, 2014 ("**the Rules**"), the Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), read with the General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and other applicable provisions, of the Act, rules, regulations, circulars and notifications (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the resolutions as set out hereunder are proposed for approval of the Members of **Wardwizard Innovations & Mobility Limited ("The Company")** for seeking approval of the members of the Company to the resolutions appended below are proposed to be passed by Members of the Company, by the way of Postal Ballot ("**Postal Ballot**") only through voting by electronic means ("**remote e-voting**").

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this

Postal Ballot Notice ("**Notice**") and additional information as required under the Listing Regulations and circulars issued thereunder is also attached.

In compliance with the MCA Circulars, the Company is sending the Notice only by email to all its members who have registered their email addresses with the Company/Registrar and Transfer Agent ('RTA')/ Depositories participant(s) and whose names appear in the Register of Members / List of Beneficial Owners of the Company provided by the Depositories as on **Friday, 07<sup>th</sup> March 2025 (i.e. the "Cutoff Date")**. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the Listing Regulations (iii) the SS-2 and (iv) MCA Circulars, the Company has provided Remote e-Voting facility only, to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. For this purpose, the Company has engaged the services of **National Securities Depository Limited ("NSDL")** as the agency to provide Remote e-Voting facility.

Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the **Cut-off date**. The instructions for Remote e-Voting forms part of this Postal Ballot Notice.

The Postal Ballot Notice will also be placed on the website of the Company ([www.wardwizard.in](http://www.wardwizard.in)) and on the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)).

Pursuant to **Rule 22** of the Companies (Management and Administration) Rules, 2014, the Board of Directors on Saturday, 08<sup>th</sup> March, 2025 has appointed **Mr. Kamal A. Lalani, Peer Reviewed Practicing Company Secretaries, Vadodara, Gujarat, India (Membership No. A37774 & Certificate of Practice No. 25395)** as the **Scrutinizer** for conducting the E-Voting/Postal Ballot process in a fair and transparent manner. He has communicated his willingness for his appointment and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit their report to the Chairman of the Company or, in his absence, any person of the Company, duly authorized by the Board for the purpose, after completion of scrutiny of Postal Ballots in a fair and transparent

manner.

The results of the Postal Ballot will be announced on or before i.e., within two (2) working days from close of voting period and also be hosted on website of the Company ([www.wardwizard.in](http://www.wardwizard.in)) and on the website of **NSDL** ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) will be communicated to **BSE Limited** along with the **Scrutinizers' Report** where the Equity Shares of the Company are listed. The Company will also display the results of the Postal Ballot at its Registered Office and Corporate Office.

The Proposed Resolutions, if approved, will be taken as having-duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. **Friday, 11<sup>th</sup> April, 2025**.

The details of the calendar of events for the Postal Ballot (remote e-voting) to be conducted are as follows:

Sr. No.	Event Details	Timeline
1.	Cut-off date for determining list of Members eligible for remote e-voting	<b>Friday, 7 March, 2025</b>
2.	Date of Completion of dispatch of Notice (by electronic means) to Members whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on Cut-off date	<b>Tuesday, 11 March, 2025</b>
3.	Date and time of commencement of e-voting	<b>Thursday, 13 March, 2025 at 9.00 a.m. (IST)</b>
4.	Date and time of closure of e-voting	<b>Friday, 11 April, 2025 at 5.00 p.m. (IST)</b>
5.	Declaration of results of Postal Ballot	<b>On or before Tuesday, 15 April, 2025</b>



## RESOLUTIONS FOR POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

### **SPECIAL BUSINESS:**

#### **1. APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH AEVAS BUSINESS SOLUTIONS PRIVATE LIMITED.**

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

**“RESOLVED THAT** pursuant to the provisions of **Section 188** of The Companies Act, 2013 (**“the Act”**) and all other applicable provisions, if any, read with **Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014** and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR ”)**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company's policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Aevas Business Solutions Private Limited, a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 (“FY 25-26”) on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement;**

**RESOLVED FURTHER THAT** the **Board of Directors** or **Chief Financial Officer** or **officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and 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, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT**, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or the Company Secretary of the Company.”

#### **2. APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH GARUDA MART INDIA PRIVATE LIMITED.**

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

**“RESOLVED THAT** pursuant to the provisions of **Section 188** of The Companies Act, 2013 (**“the Act”**) and all other applicable provisions, if any, read with **Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014** and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company's policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Garuda Mart India Private Limited, a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 (“FY 25-26”) on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement;**

**RESOLVED FURTHER THAT** the **Board of Directors** or **Chief Financial Officer** or **officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and 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, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT**, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or the Company Secretary of the Company.”

### **3. APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH WARDWIZARD SOLUTIONS INDIA PRIVATE LIMITED.**

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

**“RESOLVED THAT** pursuant to the provisions of **Section 188** of The Companies Act, 2013 (**“the Act”**) and all other applicable provisions, if any, read with **Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014** and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company's policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is**

hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Wardwizard Solutions India Private Limited, a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 (“FY 25-26”) on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement;

**RESOLVED FURTHER THAT** the Board of Directors or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and 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, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT**, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or the Company Secretary of the Company.”

#### 4. APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH LCL AVIATION PRIVATE LIMITED.

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”) and all other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), as amended from time to time, 2(1)(zc) of SEBI LODR and Indian Accounting Standard (IND AS) 24, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with LCL Aviation Private Limited, a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 (“FY 25-26”) on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement;

**RESOLVED FURTHER THAT** the Board of Directors or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and 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, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT**, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or the Company Secretary of the Company."

## **5. APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH BLUEBELLS INSURANCE BROKING PRIVATE LIMITED.**

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

**"RESOLVED THAT** pursuant to the provisions of **Section 188** of The Companies Act, 2013 (**"the Act"**) and all other applicable provisions, if any, read with **Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014** and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR ")**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company's policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **"Board"** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Bluebells Insurance Broking Private Limited**, a related party falling within the definition of **"Related Party"** under **Section 2(76)** of the Act and **Regulation 2(1)(zb)** of the **SEBI Listing Regulations**, and shall be valid for the **Financial year 2025-26 ("FY 25-26")** on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement;

**RESOLVED FURTHER THAT** the **Board of Directors** or **Chief Financial Officer** or **officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and 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, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT**, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or the Company Secretary of the Company."



**6. APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH WARDWIZARD MEDICARE PRIVATE LIMITED.**

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

**“RESOLVED THAT** pursuant to the provisions of **Section 188** of The Companies Act, 2013 (**“the Act”**) and all other applicable provisions, if any, read with **Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014** and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR ”)**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Wardwizard Medicare Private Limited, a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 (“FY 25-26”) on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement;**

**RESOLVED FURTHER THAT** the **Board of Directors** or **Chief Financial Officer** or **officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and 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, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT**, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or the Company Secretary of the Company.”

**7. APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH WARDWIZARD HEALTHCARE LIMITED.**

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

**“RESOLVED THAT** pursuant to the provisions of **Section 188** of The Companies Act, 2013 (**“the Act”**) and all other applicable provisions, if any, read with **Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014** and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR ”)**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company’s policy on Related Party

Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **"Board"** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Wardwizard Healthcare Limited, a related party falling within the definition of "Related Party" under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 ("FY 25-26") on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement;**

**RESOLVED FURTHER THAT** the **Board of Directors** or **Chief Financial Officer** or **officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and 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, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT**, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or the Company Secretary of the Company."

#### **8. APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH WARDWIZARD PROPERTIES HOLDINGS PRIVATE LIMITED.**

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

**"RESOLVED THAT** pursuant to the provisions of **Section 188** of The Companies Act, 2013 (**"the Act"**) and all other applicable provisions, if any, read with **Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014** and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR ")**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company's policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **"Board"** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Wardwizard Properties Holdings Private Limited, a related party falling within the definition of "Related Party" under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 ("FY 25-26") on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the**

fact that the aggregate value of all these transaction(s), notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement;

**RESOLVED FURTHER THAT** the **Board of Directors** or **Chief Financial Officer** or **officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and 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, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT**, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or the Company Secretary of the Company."

#### **9. APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH WARDWIZARD RENEWABLE ENERGY PRIVATE LIMITED.**

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

**"RESOLVED THAT** pursuant to the provisions of **Section 188** of The Companies Act, 2013 (**"the Act"**) and all other applicable provisions, if any, read with **Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014** and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company's policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **"Board"** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Wardwizard Renewable Energy Private Limited, a related party falling within the definition of "Related Party" under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 ("FY 25-26") on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement;**

**RESOLVED FURTHER THAT** the **Board of Directors** or **Chief Financial Officer** or **officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and 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, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to

seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT**, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or the Company Secretary of the Company."

#### **10. APPOINTMENT OF MS. MANSI JAYENDRA BHATT (DIN: 10177722) AS A NON-EXECUTIVE INDEPENDENT WOMAN DIRECTOR OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to sections 149, 150, 152, 161 and other applicable provisions, if any, of The Companies Act, 2013 ("the Act") read with Rule 8 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(2A) 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 and the Articles of Association of the Company and Nomination and Remuneration Policy of the Company, based on the recommendation of Nomination and remuneration committee and approval of the Board vide its meeting dated 06<sup>th</sup> February 2025, **Ms. Mansi Jayendra Bhatt (DIN: 10177722)**, who was appointed pursuant to Section 161 of the Act as an **Additional Non-Executive Independent Woman Director**, by the Board on recommendation of Nomination & Remuneration Committee with effect from **06<sup>th</sup> February, 2025**, who possesses relevant expertise and experience and is not being disqualified under Section 164 of the Companies Act and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment, along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and other relevant disclosure / declarations, and in respect of whom the Company has received a notice in writing under section 160 of the Act from member proposing her candidature for the office of a Director, the Consent of member of the Company be and is hereby accorded to appoint **Ms. Mansi Jayendra Bhatt (DIN: 10177722)** as a **"Non-Executive Independent Woman Director"** of the Company to hold office for a first term of 5 (five) consecutive years commencing from **06<sup>th</sup> February, 2025 to 05<sup>th</sup> February, 2030 (both days inclusive)**, not liable to retire by rotation and that she shall 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."

#### **11. APPOINTMENT OF MR. SANJAY MAHADEV GUPTA (DIN: 08286993) AS A WHOLE-TIME DIRECTOR OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 161, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company, Nomination and Remuneration



Policy of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Sanjay Mahadev Gupte (DIN: 08286993), who was appointed as an Additional Director of the Company with effect from February 06, 2025, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

**"RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 198, and 203 read with all other applicable provisions of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the applicable provisions of the SEBI LODR Regulations, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and Nomination and Remuneration Policy of the Company based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, and in respect of whom the Company has received a notice in writing under section 160 of the Act from member proposing his candidature for the office of a Director, consent of the Members be and is hereby accorded for the appointment of Mr. Sanjay Mahadev Gupte (DIN: 08286993) as a Whole-time Director of the Company, liable to retire by rotation, for a period of five (5) years commencing from **February 06, 2025, to February 05, 2030 (both days inclusive)**, having age of more than 70 years and who possesses relevant expertise and experience and is not being disqualified under Section 164 of the Companies Act, without any payment of remuneration"

**"RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as "Board," which term shall be deemed to include any Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution) be and is hereby authorized to alter and vary the terms and conditions of the appointment, in such manner as may be agreed between the Board and Mr. Sanjay Mahadev Gupte, subject to applicable legal provisions."

**"RESOLVED FURTHER THAT** approval of the Members for the appointment of Mr. Sanjay Mahadev Gupte in terms of this resolution shall be deemed to be their approval under Regulation 17(1C) of the SEBI LODR Regulations."

**"RESOLVED FURTHER THAT** in the event of any statutory amendment or modification to Schedule V of the Act and rules made thereunder by the Central Government, the Board be and is hereby authorized to vary and alter the terms of appointment, without further reference to the Members in General Meeting."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to execute an employment agreement with Mr. Sanjay Mahadev Gupte, subject to the terms and conditions detailed in the explanatory statement."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to execute an agreement in accordance with the terms and conditions of appointment of Mr. Sanjay Mahadev Gupte, and to do all such acts, deeds, and things as may be necessary to give effect to the foregoing resolutions, including delegation of any of its powers to a Director or Committee of Directors as deemed fit."

**"RESOLVED FURTHER THAT** the Board of Directors and/or the Key Managerial Personnel of the Company, except for Mr. Sanjay Mahadev Gupte (DIN: 08286993), be and are hereby severally authorized to sign and execute the agreement with all necessary execution of documents (if any) required in this regard and to do all acts, deeds, and things and take all such steps as may be necessary, proper, or expedient, including but not limited to delegating any powers to any officials of the Company conferred upon the Board by this resolution and to settle all questions, doubts, queries, or difficulties that may arise in this regard, at any stage, without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**12. APPROVAL FOR CANCELLATION OF 2,92,070 UNSUBSCRIBED EQUITY SHARES PORTION AND 13,58,403 EQUITY SHARES FORFEITED BY THE COMPANY FROM THE ISSUED AND SUBSCRIBED EQUITY SHARE CAPITAL OF THE COMPANY.**

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

**“RESOLVED THAT** in accordance with the provisions of Section 61(1)(e) and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment(s) thereof for the time being in force), and the rules framed thereunder, the enabling provisions of the Articles of Association of the Company, as per the applicable accounting standard and subject to all other necessary approvals, permissions, consents and sanctions, if any, as may be required, of concerned statutory authorities, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals as the case may be required, based on the the approval of Board of Directors of the Company, the consent of the Members of Company be and is hereby accorded for the cancellation of Total **16,50,473 (Sixteen Lac Fifty Thousand Four Hundred and Seventy-Three)** equity shares of Rs. 1/- (Rupees One Only) each shares comprising as per the following:

1. **2,92,070 (Two Lakh Ninety-Two Thousand and Seventy)** equity shares of Rs. 1/- (Rupees One Only) each, remained unsubscribed and which have neither been re-issued nor taken up or agreed to be taken by any person to whom so offered, and;
2. **13,58,403 (Thirteen Lakh Fifty-Eight Thousand Four Hundred Three)** equity shares of Rs. 1/- (Rupees One Only) each, which were forfeited by the Company for non-payment of final call money cum forfeiture notice, both issued out of the authorized share capital of the Company

**RESOLVED FUTHER THAT 2,92,070 (Two Lakh Ninety-Two Thousand Seventy)** equity shares of Rs. 1/- (Rupees One Only) each, which have neither been re-issued nor taken up or agreed to be taken by any person to whom so offered, be and are hereby cancelled, and the issued share capital of the Company be diminished accordingly.

**RESOLVED FURTHER THAT 13,58,403 (Thirteen Lakh Fifty-Eight Thousand Four Hundred Three)** equity shares of Rs. 1/- (Rupees One Only) each, issued out of the authorized share capital of the Company and forfeited due to non-payment of final call money cum forfeiture notice, be and are hereby cancelled, and the **issued share capital and subscribed share capital** of the Company be **diminished** accordingly.

**RESOLVED FURTHER THAT** the issued share capital of the Company be and is hereby **diminished** to **₹26,06,93,900** (Rupees Twenty-Six Crore Six Lakh Ninety-Three Thousand Nine Hundred only), divided into **26,06,93,900** (Twenty-Six Crore Six Lakh Ninety-Three Thousand Nine Hundred) equity shares of ₹1/- (Rupee One) each.

**RESOLVED FURTHER THAT** the subscribed share capital of the Company be and is hereby **diminished** to **₹26,06,93,900** (Rupees Twenty-Six Crore Six Lakh Ninety-Three Thousand Nine Hundred only), divided into **26,06,93,900** (Twenty-Six Crore Six Lakh Ninety-Three Thousand Nine Hundred) equity shares of ₹1/- (Rupee One) each.

**RESOLVED FURTHER THAT** the Board of Directors or Key Managerial Personnel of the Company be and are hereby authorized to take all such acts, deeds, things and actions and give such directions as may, in its absolute discretion they may think necessary, expedient or desirable including of filing forms with the Registrar of Companies or any other regulatory authority to settle

any questions or doubts that may arise in relation thereto, in order to give effect to the foregoing resolution, without being required to seek any further consent or approval of the shareholders or otherwise, and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution including carrying out any corporate actions (if any)."

**BY ORDER OF THE BOARD  
FOR WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

**SD/- JAYA ASHOK BHARDWAJ  
COMPANY SECRETARY & COMPLIANCE OFFICER  
ACS: 37912**

**Registered Office:** Office 4604, 46th Floor  
Kohinoor Square, Kelkar Marg, Shivaji Park,  
Dadar (West), Nr. R. G. Gadkari Chock,  
Mumbai, Maharashtra- 400028, India.  
**Email id:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

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

**Place: Vadodara  
Date: 08<sup>th</sup> March 2025**

## NOTES:

1. Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, read with SS-2 and other applicable provisions, as amended from time to time setting out material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.
2. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and provisions of Regulation 44 of the SEBI LODR Regulations, as amended from time to time, the Equity Shareholders are provided with the facility to cast their vote electronically. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Equity shareholders.
3. In Compliance with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to all those Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") as on **Friday, 7<sup>th</sup> March, 2025** (the "Cut- off date") and who have registered their email addresses in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Purva Shareregistry (India) Private Limited ("**RTA**") as on the cut-off date i.e **Friday, 7<sup>th</sup> March, 2025**. The Members who have not registered their e-mail IDs are requested to follow the instructions given under Point No. 6.
4. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at [www.wardwizard.in](http://www.wardwizard.in). The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Postal Ballot Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
5. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date on **Friday, 7<sup>th</sup> March, 2025**. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this notice for information purpose only.
6. In compliance with the MCA Circulars and SEBI Circulars, the Notice is being sent in electronic mode to those Equity Shareholders whose names appear in the Register of Members / List of Beneficial Owners as received from NSDL and Central Depository Services (India) Limited ('CDSL') as on the cut-off date, i.e. on **Friday, 7<sup>th</sup> March, 2025** and whose E-mail IDs are registered with the Company/Depositories/RTA.

Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending the mail along with relevant proof to the company's RTA i.e. Purva Share Registry, at Unit No. 9, Ground Floor, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel East, Mumbai – 400011, Maharashtra, India or the scanned copies of the documents may alternatively be mailed to company's RTA i.e. Purva Share Registry on the email id of RTA i.e. [support@purvashare.com](mailto:support@purvashare.com) with all the forms and proofs duly e-signed. Members holding shares in demat form who have not updated their email addresses with the depository/depository participant are requested to approach the concerned depository participant to update their email addresses. As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository.

7. All the material documents referred to in the explanatory statement will be available for inspection through electronic mode (only) on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. **Friday, 11<sup>th</sup> April, 2025**. Members may send their requests to [compliance@wardwizard.in](mailto:compliance@wardwizard.in) from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
8. The remote e-voting period will commence from **09:00 A.M. (IST) on Thursday, 13<sup>th</sup> March, 2025** and will end at **5.00 P.M. (IST) on Friday, 11<sup>th</sup> April, 2025**. The remote e-voting module shall thereafter be disabled. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Resolution(s) passed by the Members through this Postal Ballot (through remote e-voting) shall be deemed to have been passed as if it has been passed at a General Meeting of the members.



The resolutions, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting i.e. **Friday, 11<sup>th</sup> April, 2025**.

9. The Board of Directors of the Company has appointed **Mr. Kamal A. Lalani, Peer Reviewed Practicing Company Secretary , having Membership No: A37774 and COP No: 25395** to act as the Scrutinizer for conducting this Postal Ballot process through remote e-voting in a fair and transparent manner and they have communicated their willingness to be appointed as such.
10. On completion of the remote e-voting, the Scrutinizer shall unblock the votes cast through e- voting in the presence of at least two witnesses that are not in the employment of the Company and shall make and submit the report to the Company Secretary or Chief Financial Officer or Managing Director of the Company or any other authorized person within prescribed time. The results of the Postal Ballot will be declared within two (2) working days of the conclusion of the Postal Ballot and will be uploaded along with the Scrutinizer's Report at the Company's website i.e [www.wardwizard.in](http://www.wardwizard.in), after communication to the Stock Exchange viz. BSE Limited ([www.bseindia.com](http://www.bseindia.com)) where equity shares of the Company are listed, in accordance with the SEBI LODR Regulations. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
11. Pursuant to the applicable provisions of the Act and Rules framed thereunder and The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to temporarily update their email address by accessing the link <https://www.purvashare.com/email-and-phone-updation/compliance@wardwizard.in>.
12. The instructions for Members for remote e-voting are as under:

**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 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.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "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-

	<p>Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or 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.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p>  </div> <div style="text-align: center;">  <p><b>Google Play</b></p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on</li> </ol>

	<p><a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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.</p>

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

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

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

**B) Login Method 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	For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***	

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

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.**

**How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.



4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cskamal2014@gmail.com](mailto:cskamal2014@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to **Mr. Sagar S. Gudhate, Senior Manager** [Sagarg@nsdl.com](mailto:Sagarg@nsdl.com) at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [compliance@wardwizard.in](mailto:compliance@wardwizard.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [compliance@wardwizard.in](mailto:compliance@wardwizard.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) 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.



Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access the e-voting facility.

*General Instructions*

i. In case Members of the Company who have not registered their e-mail address:

On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circulars mentioned hereinabove, the Company is sending Postal Ballot Notice in Electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E- voting system only. Therefore, those Members who have not yet registered their e-mail address are requested to get their e-mail addresses temporarily registered by visiting <https://www.purvashare.com/email-and-phone-updation/>. Post successful registration of email, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, member may write to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

ii. The Remote E-voting period commences from **9.00 A.M. on Thursday, 13<sup>th</sup> March, 2025** and ends at **5.00 P.M on Friday, 11<sup>th</sup> April, 2025**. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the Cut-off date i.e. **Friday, 7<sup>th</sup> March, 2025** may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

iii. The Scrutinizer shall unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

iv. Subject to the receipt of sufficient votes, the Resolution shall be deemed to have been passed on the last date of voting i.e. on **Friday, 11<sup>th</sup> April, 2025**. The results declared along with the Scrutinizer's Report shall be placed on the Company's website of the Company i.e. [www.wardwizard.in](http://www.wardwizard.in) and will be communicated to the Stock Exchanges where the Company's shares are listed.

v. To receive communication through electronic means, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form.

If, however, shares are held in physical form, members are advised to register their e-mail address with Purva Sharegistry (India) Private Limited on <https://www.purvashare.com/email-and-phoneupdation/> or mail to Company [compliance@wardwizard.in](mailto:compliance@wardwizard.in).



# EXPLANATORY STATEMENT

## PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

*In conformity with the provisions of Sections 102 and 110 of the Companies Act, 2013 ('the Act'), the Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended, the following Explanatory Statement setting out all material facts relating to the businesses mentioned at Item Nos. 1 to 12 of the accompanying Notice dated Saturday 08<sup>th</sup> March 2025 should be taken as forming part of this Notice.*

### **ITEM NO 1 TO ITEM NO 9: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION (S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013, REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015 AND IND AS 24 FOR FINANCIAL YEAR 2025-26;**

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Pursuant to the amended **Regulation 23** of the SEBI Listing Regulation, effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1,000 crore (Rupees One thousand crores) or 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Resolution.

Based on current applicable threshold for determining the related party transactions that require prior Shareholders approval and to facilitate seamless contracting and rendering/availing of product and services between the Company and "related parties", the Company seeks the approval of the shareholders to approve entering into contracts/arrangements within the thresholds and conditions mentioned in the resolution.

All the contracts/arrangements and the transactions with "related parties" are reviewed and approved by the Audit Committee.

The Shareholders' approval sought for the Material Related Party Transactions entered as given in Item No. 1 to 9 shall be valid for the financial year 2025-26.

The Audit Committee and Board at its meeting on the basis of relevant details provided by the management, as required by the law, at its meeting held on Saturday 08<sup>th</sup> March 2025, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company and enters various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis. Amongst the transactions that Company enters into with its related parties, the estimated value of certain contract(s)/ arrangement(s)/ transaction(s) with such related parties may exceed the threshold of material Related party transactions within the meaning of amended Regulation 23(1) of the Listing Regulation i.e being the lower of INR 1000 Crores or 10% of the annual consolidated turnover of the listed entity, as per the last audited financial statements of the listed entity and will be considered material and therefore would require the approval of shareholders of the Company by an Ordinary Resolution.

The definition of related party is in pursuance with section 2(76) read with 2(77) of The Companies Act, 2013 and read with rules made thereunder and Regulation 2(zb), 2 (zd) of The SEBI (Listing



Obligations and Disclosure Requirements) Regulations, 2015.

The said transaction(s)/ contract(s)/ arrangement(s) have been recommended by the Audit Committee and approved by the Board of Directors of the Company for consideration and approval by the Shareholders.

The Shareholders may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the resolution set out at Item No. 1 to 09.

**FOR ITEMS NO 1,2,3: DETAILS OF MATERIAL RELATED PARTY TRANSACTIONS AEVAS BUSINESS SOLUTIONS PRIVATE LIMITED, GARUDA MART INDIA PRIVATE LIMITED AND WARDWIZARD SOLUTIONS INDIA PRIVATE LIMITED.**

SR NO.	PATICULARS	DETAILS		
1.	Name of the related party	Aevas Business Solutions Private Limited	Garuda Mart India Private Limited	Wardwizard Solutions India Private Limited
2.	Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Promoter Group of company	Promoter Group of company	Promoter of company
3.	Tenure of the proposed transaction	Financial Year 2025-26		
4.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	The transaction may involve: (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 2025-26 on such term(s) and condition(s) as the Board of Directors may deem fit.		
5.	Particulars of the proposed transaction	Same as per Point 4	Same as per Point 4	Same as per Point 4
6.	Value of the proposed transaction	Rs. 50 Crores.	Rs. 100 Crores.	Rs. 300 Crores.
7.	Name of Director(s) or Key Managerial Personnel who is related, if any.	Mr. Yatin Sanjay Gupte and Aevas Business Solutions Private Limited are the	Mr. Yatin Sanjay Gupte and Garuda Mart India Private Limited are the	Mr. Yatin Gupte and Sanjay Gupte & Mr Sanjay Mahadev Gupte are Also



		promoter & promoter Group of the company	promoter & promoter Group of the company	Directore in Wardwizard Solutions India Private Limited.
<b>8.</b>	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. (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	15.56%	31.11%	93.34%
<b>7.</b>	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:( The requirement of disclosing source of funds and cost of funds shall not be applicable to listed banks/NBFCs)			
	i. details of the source of funds in connection with the proposed transaction,	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.		
	ii.where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> <li>• Nature of indebtedness.</li> <li>• Cost of funds; and</li> <li>• Tenure.</li> </ul>	Yes	Yes	Yes





	iii. 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.
	iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party
<b>8.</b>	Justification as to why the RPT is in the interest of the listed entity.	<p>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.</p> <p>Given the nature of the automotive industry, the Company works closely with its related parties (including its promoter and associates) to achieve its business objectives</p>
<b>9.</b>	A copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
<b>10.</b>	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	Not Applicable
<b>11.</b>	Any other information that may be relevant.	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

**FOR ITEM NO 4,5,6: DETAILS OF MATERIAL RELATED PARTY TRANSACTIONS WITH LCL AVIATION PRIVATE LIMITED, WARDWIZARD MEDICARE PRIVATE LIMITED AND BLUEBELLS INSURANCE BROKING PRIVATE LIMITED**

<b>SR NO.</b>	<b>PARTICULARS</b>	<b>DETAILS</b>
---------------	--------------------	----------------



<b>1.</b>	Name of the related party	LCL Aviation Private Limited	Bluebells Insurance Broking Private Limited	Wardwizard Medicare Private Limited
<b>2.</b>	Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	LCL Aviation Private Limited, which is a subsidiary of Wardwizard Solutions India Private Limited, which is promoted by Mr. Yatin Sanjay Gupte	Mr. Yatin Sanjay Gupte & Wardwizard Solutions India Private Limited promoters of the Company are also the shareholders of Bluebells Insurance Broking Private Limited	Mr. Yatin Sanjay Gupte and Mrs. Sheetal Bhalerao are Directors in Wardwizard Medicare Private Limited
<b>3.</b>	Tenure of the proposed transaction	Financial Year 2025-26		
<b>4.</b>	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement.	The transaction may involve: (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 2025-26 on such term(s) and condition(s) as the Board of Directors may deem fit.		
<b>5.</b>	Particulars of the proposed transaction	<b>Same as per Point 4</b>	<b>Same as per Point 4</b>	<b>Same as per Point 4</b>
<b>6.</b>	Value of the proposed transaction	Rs.15 Crores.	Rs. 15 Crores.	Rs. 20 Crores.
<b>7.</b>	Name of Director(s) or Key Managerial Personnel who is related, if any.	LCL Aviation Private Limited, which is a subsidiary of Wardwizard Solutions India Private Limited, which is promoted by Mr. Yatin Sanjay Gupte	Mr. Yatin Sanjay Gupte and Mrs. Sheetal Bhalerao are Directors in Wardwizard Medicare Private Limited	Mr. Yatin Sanjay Gupte and Mrs. Sheetal Mandar Bhalerao are the directors of Wardwizard Healthcare Limited



<b>8.</b>	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. (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	4.67%	4.67%	6.22%
<b>7.</b>	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:( The requirement of disclosing source of funds and cost of funds shall not be applicable to listed banks/NBFCs)			
	i. details of the source of funds in connection with the proposed transaction,	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.		
	ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness. • cost of funds; and • tenure.	Yes	Yes	Yes
	iii. 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.		
	iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party		
<b>8.</b>	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 an arm's length basis and play a vital role in the growth of business operations of the listed entity.		
9.	A copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable		
10.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	Not Applicable		
11.	Any other information that may be relevant.	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	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	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

**FOR ITEM NO 7,8,9: DETAILS OF MATERIAL RELATED PARTY TRANSACTIONS WITH WARDWIZARD HEALTHCARE LIMITED, WARDWIZARD PROPERTIES HOLDINGS PRIVATE LIMITED AND WARDWIZARD RENEWABLE ENERGY PRIVATE LIMITED.**

SR NO.	PATICULARS	DETAILS		
1.	Name of the related party	Wardwizard Healthcare Limited	Wardwizard Properties Holdings Private Limited	Wardwizard Renewable Energy Private Limited
2.	Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mr. Yatin Sanjay Gupte and Mrs. Sheetal Mandar Bhalerao are the directors of Wardwizard	Mr. Yatin Gupte, is Director of the Company	Mr. Yatin Gupte, is Director of the Company



		Healthcare Limited .		
<b>3.</b>	Tenure of the proposed transaction	Financial Year 2025-26		
<b>4.</b>	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	The transaction may involve: (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 2025-26 on such term(s) and condition(s) as the Board of Directors may deem fit.		
<b>5.</b>	Particulars of the proposed transaction	<b>Same as per Point 4</b>	<b>Same as per Point 4</b>	<b>Same as per Point 4</b>
<b>6.</b>	Value of the proposed transaction	20 Crores	50 Crores	25 Crores
<b>7.</b>	Name of Director(s) or Key Managerial Personnel who is related, if any.	Mr. Yatin Sanjay Gupte and Mrs. Sheetal Mandar Bhalerao are the directors of Wardwizard Healthcare Limited	Mr. Yatin Sanjay Gupte and Mr. Sanjay Mahadev Gupte Directors of the Company are Director in the Wardwizard Properties Holdings Private Limited	Mr. Yatin Sanjay Gupte Director of the Company, is Director in the Wardwizard Renewable Energy Private Limited.
<b>8.</b>	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. (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	6.22%	15.56%	7.78%





<b>7.</b>	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:( The requirement of disclosing source of funds and cost of funds shall not be applicable to listed banks/NBFCs)	
	i. details of the source of funds in connection with the proposed transaction,	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.
	ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness. • cost of funds; and • tenure.	Yes
	iii. 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.
	iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party
<b>8.</b>	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.
9.	A copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
10.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	Not Applicable
11.	Any other information that may be relevant.	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

**ITEM NO. 10: APPOINTMENT OF MS. MANSI JAYENDRA BHATT (DIN: 10177722) AS A NON-EXECUTIVE INDEPENDENT WOMAN DIRECTOR OF THE COMPANY:**

Pursuant to the relevant provisions of the Companies Act, 2013 (**the 'Act'**) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI LODR Regulations"**), in terms of the Nomination and Remuneration Policy of the Company, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, in their meeting held on 06<sup>th</sup> February, 2025 appointed **Ms. Mansi Jayendra Bhatt (DIN: 10177722)** an Additional Director in the category of Independent Woman Director of the Company under Section 149, 150, 152 and 161 read with Schedule IV of the Act, not liable to retire by rotation, subject to the approval of the shareholders of the Company.

Further, as per Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the appointment, re-appointment or removal of an Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a **special resolution**.

The Company has received requisite disclosures/declarations from **Ms. Mansi Jayendra Bhatt**.

- i) Consent to act as Director u/s 152 of the Act (Form DIR-2);
- ii) Disclosure of interest u/s 184(1) of the Act (Form MBP-1);
- iii) Declaration u/s 164 of the Act (Form DIR- 8) to the effect that she is not disqualified to become Director;
- iv) Declaration of independence u/s 149(6) of the Act and Reg. 16 of the Listing Regulations,
- v) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that she has not been debarred from holding office of a Director by virtue of any Order



- passed by the Securities and Exchange Board of India or any other such authority.
- vi) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director of the Company (as per Reg. 25(8) of SEBI Listing Regulations);
  - vii) Disclosure as per Regulation 26(2) of SEBI Listing Regulations

The Company has, in terms of Section 160(1) of the Act, received a notice from a member in writing proposing her candidature for appointment as an Independent Director.

The Nomination and Remuneration Committee ("NRC") of the Board, considering the knowledge, experience, diverse skills, expertise, contribution, and based on the Nomination and Remuneration Policy of the Company, has recommended to the Board for appointment of Ms. Mansi Jayendra Bhatt as an Independent Director for the term of five consecutive years commencing from 06<sup>th</sup> February 2025.

The draft letter of appointment of an Independent Director setting out the terms and conditions is available on the website of the Company and is available for inspection without any fee by the Members at the Company's Registered Office from 11:00 A.M. to 4:00 P.M. from the date of dispatch of notice until the e-Voting module is disabled on the last day of e-Voting i.e., 11<sup>th</sup> April 2025.

The Board is of the view that, Ms. Mansi Jayendra Bhatt is a dedicated and experienced Chartered Accountant with a wealth of knowledge and expertise in various areas of taxation, auditing, accounting, finance management, and compliance. With over a decade of professional experience, the Board is also satisfied with regard to integrity, expertise and experience (including proficiency) of Ms. Mansi Jayendra Bhatt. Letter of Appointment of Ms. Mansi Jayendra Bhatt setting out the terms and conditions of appointment is being made available for inspection by the members of the Company.

The resolution seeks the approval of members by way of special resolution for appointment of Ms. Mansi Jayendra Bhatt as an Independent Woman Director pursuant to Regulation 17 (1C) of the SEBI (LODR) Regulation and Section 149 and other applicable provisions of the Act and rules made there under to hold office for a first term of five consecutive years **w.e.f. 06<sup>th</sup> February, 2025 to 05<sup>th</sup> February, 2030 (both days inclusive).**

Ms. Mansi Jayendra Bhatt would be entitled to sitting fees or reimbursement of expenses (if any) as may be permissible under the law from time to time, for attending the Meetings of the Board of Directors and/or Committees thereof as may be approved by the Board, from time to time.

**Brief Resume of Ms. Mansi Jayendra Bhatt (DIN: 10177722)**

Ms. Mansi Jayendra Bhatt is a dedicated and experienced Chartered Accountant with a wealth of knowledge and expertise in various areas of taxation, auditing, accounting, finance management, and compliance. With over a decade of professional experience, she has been serving as the Proprietor at Mansi Bhatt & Associates since April 2011.

Throughout her career, she has served as a Statutory Auditor for various entities, including Co-Operative Societies and Private Limited Companies. In her role as an Income Tax Auditor, she has worked with a diverse range of clients. Throughout her career, she has appeared before Tax



Authorities on behalf of clients, providing representation and resolving various tax-related matters. She possesses extensive experience in finalizing and scrutinizing books of accounts and have also been involved in GST compliance and audit. She has also supported clients in preparing project reports and managing their finances effectively.

As part of her commitment to professional development and knowledge sharing, she serves as a faculty member at the Vadodara Branch of the Institute of Chartered Accountants of India (ICAI). She has delivered seminars and workshops on various accounting and auditing topics.

Overall, her diverse expertise in taxation, auditing, and compliance, combined with commitment to professional growth and involvement in extracurricular activities, enables her to provide valuable insights and solutions to clients. She is dedicated to delivering high-quality services and contributing to the success of organizations and individuals in achieving their financial goals.

Ms. Mansi Jayendra Bhatt, is not debarred from holding office of director by virtue of any Order passed by the Listing Regulations or any other such authority.

As per the provisions contained under Section 161 of the Act, the "Additional Director" so appointed shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. However, pursuant to amendment (effective from 1<sup>st</sup> January, 2022) to Regulation 17(1C) of Listing Regulations, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board is taken at next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, approval of the shareholders is sought for the appointment of Ms. Mansi Jayendra Bhatt, as an Independent Director of the Company.

In the opinion of the Board, Ms. Mansi Jayendra Bhatt fulfils the conditions for independence specified in the Act, the Rules made there under and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board is of the view that, given the knowledge and rich experience of Ms. Mansi Jayendra Bhatt in field of taxation, auditing, accounting, finance management, and compliance, his appointment will be of immense benefit and in the best interest of the Company. The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Ms. Mansi Jayendra Bhatt as an Independent Director for a period of five consecutive years with effect from 06<sup>th</sup> February, 2025 to 05<sup>th</sup> February, 2030 (both days inclusive) and recommends the Special resolution as set out in the Notice for approval of Members.

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

<b>Name of Director</b>	Mansi Jayendra Bhatt
<b>Category of Designation</b>	Non-Executive Independent Woman Director
<b>DIN</b>	10177722
<b>Age</b>	36
<b>Father's Name</b>	Jayendra Padmakant Bhatt
<b>Date of Birth</b>	07/10/1988
<b>Nationality</b>	Indian
<b>Date of Appointment on Board</b>	06 <sup>th</sup> February, 2025
<b>Appointment/ Re-appointment</b>	Appointment



<b>Qualification, Functional Expertise and Experience</b>	<p>Ms. Mansi Jayendra Bhatt is a dedicated and experienced Chartered Accountant with a wealth of knowledge and expertise in various areas of taxation, auditing, accounting, finance management, and compliance. With over a decade of professional experience, she has been serving as the Proprietor at Mansi Bhatt &amp; Associates since April 2011.</p> <p>Throughout her career, she has served as a Statutory Auditor for various entities, including Co-Operative Societies and Private Limited Companies. In her role as an Income Tax Auditor, she has worked with a diverse range of clients. Throughout her career, she has appeared before Tax Authorities on behalf of clients, providing representation and resolving various tax-related matters. She possesses extensive experience in finalizing and scrutinizing books of accounts and has also been involved in GST compliance and audit. She has also supported clients in preparing project reports and managing their finances effectively.</p> <p>As part of her commitment to professional development and knowledge sharing, she serves as a faculty member at the Vadodara Branch of the Institute of Chartered Accountants of India (ICAI). She has delivered seminars and workshops on various accounting and auditing topics.</p>
<b>Relationship with other Board members or KMP</b>	Ms. Mansi Jayendra Bhatt is not related to any Director / Key Managerial Personnel of the Company.
<b>Directorship in other companies</b>	<ol style="list-style-type: none"> <li>1. Wardwizard Foods &amp; Beverages Limited (Formerly Known as Vegetable Products Limited)</li> <li>2. Wardwizard Healthcare Limited (Formerly Known as Ayoki Merchantile Limited)</li> <li>3. I Secure Credit &amp; Capital Services Limited</li> <li>4. Mangalam Industrial Finance Limited</li> </ol>
<b>Name of other listed Companies, where she is a director</b>	<ol style="list-style-type: none"> <li>1. Wardwizard Foods &amp; Beverages Limited (Formerly Known as Vegetable Products Limited)</li> <li>2. Wardwizard Healthcare Limited (Formerly Known as Ayoki Merchantile Limited)</li> <li>3. I Secure Credit &amp; Capital Services Limited</li> <li>4. Mangalam Industrial Finance Limited</li> </ol>
<b>List of Listed Companies in which Memberships/ Chairmanships of Board Committees held including this listed entity</b>	<p><b>WARDWIZARD INNOVATIONS &amp; MOBILITY LIMITED</b></p> <ol style="list-style-type: none"> <li>a. Audit Committee- Member</li> <li>b. Nomination and Remuneration Committee- Member</li> <li>c. Right Issue Committee- Member</li> </ol> <p><b>WARDWIZARD FOODS AND BEVERAGES LIMITED (FORMERLY KNOWN AS VEGETABLE PRODUCTS LIMITED)</b></p> <ol style="list-style-type: none"> <li>a. Nomination and Remuneration Committee - Member</li> <li>b. Audit Committee - Member</li> <li>c. Stakeholder Relationship Committee - Member</li> </ol> <p><b>WARDWIZARD HEALTHCARE LIMITED (FORMERLY KNOWN AS AYOKI MERCHANTILE LIMITED)</b></p> <ol style="list-style-type: none"> <li>a. Stakeholder Relationship Committee - Member</li> <li>b. Audit Committee - Chairperson</li> <li>c. Nomination and Remuneration Committee - Member</li> </ol> <p><b>I SECURE CREDIT &amp; CAPITAL SERVICES LIMITED</b></p> <ol style="list-style-type: none"> <li>a. Audit Committee - Member</li> <li>b. Stakeholder Relationship Committee - Member</li> </ol>





	<p>c. Nomination and Remuneration Committee - Member</p> <p><b>MANGALAM INDUSTRIAL FINANCE LIMITED</b></p> <p>a. Audit Committee - Chairperson</p> <p>b. Nomination and Remuneration Committee - Member</p> <p>c. Stakeholder Relationship Committee - Chairperson</p> <p>d. Right Issue Committee - Member</p>
Listed entities in which she has resigned in the past three years	NIL
Shareholding in the company as on date of this report (including shareholding as a beneficial owner)	NIL
The skills and capabilities required for the role and the manner in which the proposed person meets such requirement	<p>She is a dedicated and experienced Chartered Accountant with a wealth of knowledge and expertise in various areas of taxation, auditing, accounting, finance management, and compliance.</p> <p>Throughout her career, she has served as a Statutory Auditor for various entities, including Co-Operative Societies and Private Limited Companies.</p> <p>With over a decade of professional experience, she has been serving as the Proprietor at Mansi Bhatt &amp; Associates since April 2011.</p>
Justification for choosing the appointee for appointment- Skills and capability required for the role and the Director meets Such requirement (in case of Independent Directors) & Performance evaluation report or summary.	<p>The Board of Directors believes that the role of a Non-Executive Independent Director requires extensive knowledge and experience in the fields of taxation, auditing, finance management, accounting, and compliance. Additionally, the candidate should possess strong leadership qualities, decision-making abilities, and an in-depth understanding of corporate governance, regulatory compliance, and financial structuring. The Director is also expected to contribute significantly to the Audit Committee, Nomination and Remuneration Committee, and other Board-level Committees, ensuring effective and unbiased decision-making in the best interest of the Company and its stakeholders.</p>
Board Meeting Attendance	<b>Ms. Mansi Bhatt attended 1 (one) Board Meeting in the Financial Year 2024-25.</b>
Terms and conditions of appointment	<p>She shall not be liable to retire by rotation.</p> <p>Remuneration to be drawn from the Company shall comprise of the sitting fees to be paid for attending the meetings of the Board of Directors and its Committees, reimbursement of expenses (if any) for participating in the Board and other meetings, as may be approved by the Board, from time to time.</p>
Remuneration last drawn	NIL

Accordingly, the Board accordingly recommends the Special Resolution as set out in item No. 10 of this notice for the approval of Members.

Accordingly, the Board commends the Special Resolution as set out in item No. 10 of the accompanying notice.

Ms. Mansi Jayendra Bhatt is concerned or interested in the resolution no. 10 of the accompanying



notice relating to her appointment and her relatives are concerned or interested to the extent their shareholding, if any, in the Company.

None of the other Directors/ Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

**ITEM NO 11. APPOINTMENT OF MR. SANJAY MAHADEV GUPTA (DIN: 08286993) AS WHOLE TIME DIRECTOR OF THE COMPANY:**

The Board, on the recommendation of the Nomination and Remuneration Committee ('NRC'), The Board of Directors at its meeting held on February 06, 2025, has, subject to the approval of members, appointed **Mr. Sanjay Mahadev Gupta (DIN: 08286993)** having age more than 70 years as an Additional Director of the Company (in category of Whole-time Director).

The Board of Directors, at the 08<sup>th</sup> March 2025 meeting, as per the recommendations of the NRC, and given the knowledge, background, experience of **Mr. Sanjay Mahadev Gupta (DIN: 08286993)**, decided that it would be in the best interest of the Company to appoint him on the Board as a Whole-time Director as he fulfils the requisite criteria laid down by the Board in the Company's Nomination Policy for appointment as a Director of the Company and as required in the context of the Company's business and sector it operates in. In view of the same the Board of Directors appointed **Mr. Sanjay Mahadev Gupta (DIN: 08286993)** as a Whole-time Director of the Company designated as Whole-time Director for a period of 5 (Five) years, commencing from February 06, 2025 till 05<sup>th</sup> February 2030, on the terms and conditions as recommended by the Nomination and Remuneration Committee of the Board ("NRC") subject to the approval of the Members of the Company.

**Mr. Sanjay Mahadev Gupta**, aged 72 years, is a business leader with More than 45-years of proficiency in creating and driving Strategy, Sales Management, end to end successful P&L Management and achieving results in varied markets and environments, keeping strong people practices at core.

**Mr. Sanjay Mahadev Gupta** has done a National Apprenticeship Certificate course in the Trade of Machinist in Mumbai G.K.W Ltd.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of **Mr. Sanjay Mahadev Gupta** for the office of Director of the Company. **Mr. Sanjay Mahadev Gupta** has conveyed his consent to act as a Director of the Company and he also confirmed that he is not disqualified from being appointed as such in terms of Section 164 of the Companies Act, 2013 and he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority. The Company has also received other necessary disclosures from **Mr. Sanjay Mahadev Gupta**.

**Mr. Sanjay Mahadev Gupta** satisfies all the conditions set out in Part-1 of Schedule V to the Act as also the conditions set out under Section 196(3) of the Act for being eligible for his appointment.

The Board of Directors has, accordingly, considered the following terms and conditions of **Mr. Sanjay Mahadev Gupta** appointment as per the recommendations of the NRC which is in accordance with Schedule V of the Companies Act, 2013:

Broad particulars of the terms of appointment of Mr. Sanjay Mahadev Gupta are as under:



**Statement containing required information as per Part II of Section II of Schedule V of the Companies  
Proposed Remuneration for Financial year 2025-26 to financial year 2027-28 :**

- I. **Period** – From 06<sup>th</sup> February 2025 to 05<sup>th</sup> February 2030, i.e Five Years  
II. **Remuneration: Nil**

Particulars	Amount in Rs.
Remuneration	No Remuneration to be paid

**The main terms and conditions are as below: -**

**(a) Salary, Perquisites and Allowances per annum:**

Salary, Perquisites and Allowances shall be nil, further Annual increments shall be as determined by the Nomination and Remuneration Committee.

**(b) Contribution to provident fund, superannuation or annuity fund, gratuity, etc. Nil**

**(c) Incentive / ESOP etc.: Nil.**

The perquisite value of Employees Stock Options that may be granted to Mr. Sanjay Mahadev Gupte,.

**(d) Reimbursement of Expenses:**

Expenses incurred for travelling, boarding and lodging including for Mr. Sanjay Mahadev Gupte's attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

**(e) General:**

- (i) The Whole-time Director shall perform such duties as shall from time to time be entrusted to him by the Board / Managing Director, subject to superintendence, guidance and control of the Managing Director / Board.
- (ii) The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (iii) The Whole-time Director shall adhere to the Company's Code of Conduct.
- (iv) The office of the Whole-time Director may be terminated by the Company or by him by giving 3 (three) months' prior notice in writing.

Section 196(3) and Part I of Schedule V to the Act provide that no company shall appoint or continue the employment of a person who has attained the age of seventy years, as executive director unless it is approved by the members by passing a special resolution.

Mr. Sanjay Mahadev Gupte, Executive Director of the Company, has attained the age of 72 years. Hence, the resolution set out at Item No. 11 of this Postal Ballot Notice requires approval of members by way of a special resolution.

Considering his rich and varied experience in the industry and close involvement in operations of the Company, it would be in the interest of the Company to continue to avail of his considerable expertise and to appoint Mr. Sanjay Mahadev Gupte as a Whole-time Director.



Accordingly, approval of the members is sought for passing the special resolution set out at Item No. 11 in terms of Section 196(3) read with Part I of Schedule V of the Act.

Mr. Sanjay Mahadev Gupte satisfies all conditions set out in Part-I of Schedule V of the Act as also conditions set out under Section 196(3) of the Act for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Sanjay Mahadev Gupte under Section 190 of the Act.

Details of Mr. Sanjay Mahadev Gupte, pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Postal Ballot Notice.

Mr. Sanjay Mahadev Gupte is interested in the resolution set out at Item No.11 of this Postal Ballot Notice with regard to his appointment. Relatives of Mr. Sanjay Mahadev Gupte may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The Board of Directors commends the Special Resolution set out at Item No. 11 of this Postal Ballot Notice for approval by the members

- The information pursuant to **Schedule V of the Companies Act, 2013 and Secretarial Standard on General Meetings (SS-2)**, as amended, is given in **Annexure-I**, forming part of this Notice.
- **Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2): Annexure-II**

#### **ANNEXURE-I**

**STATEMENT PURSUANT TO PROVISIONS OF SCHEDULE V OF THE ACT WITH RESPECT TO ITEM NO. 11 OF THE NOTICE AND THE LISTING REGULATIONS, AS THE CASE MAY BE:**

<b>I.</b>	<b>General Information:</b>	
<b>1.</b>	<b>Nature of industry</b>	The Company is engaged in the business of Manufacturing of Electric Vehicles (EV)
<b>2.</b>	<b>Date or expected date of commencement of commercial production</b>	The company was incorporated in 1982. Acquired a BSE listed company and renamed it to Wardwizard Innovations & Mobility Limited focusing on the electric vehicle (EV) segment as its core business.
<b>3.</b>	<b>In case of new companies, expected date of Commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	Not Applicable

- 4. Financial performance based on given indicators – as per audited financial results for the year ended 31<sup>st</sup> March, 2024:**



(Rs. in Lakhs)

Particulars	FY 2023-24	FY 2022-23	FY 2021-22
Gross Turnover & Other Income	31757.19	23928.87	18514.07
Net Profit/ (Loss) before Tax	2063.45	1385.15	1214.18
Net Profit/ (Loss) after Tax	1415.16	944.21	847.72
Computation of Net Profit in accordance with section 198 of the Companies Act, 2013	2065.07	1364.64	1214.18
Net Worth	10259.47	8879.87	6224.26
1) Paid up Equity Share Capital	2606.94	2606.94	2592.17
2) Earnings Per Share (Rs.)	0.54	0.36	0.35
3) Dividend %	15%	10%	10%

5. Foreign investments or collaborators – The Company has its Wholly Owned Subsidiary under the name and Style “Wardwizard Global PTE. LTD. located at Singapore and incorporated dated 19<sup>th</sup> August, 2022.

I. Information about the Director: **Mr. Sanjay Mahadev Gupte (DIN: 08286993)**

Sr. No.	Particular	
1.	<b>Background details</b>	<p>With over 47 years of experience in the field of Engineering, he has worked with a variety of companies in various roles. He has held the position of General Manager Marketing with Poggen-AMP Nagar Sheth Powertronics Ltd., where he managed numerous projects and utilized his expertise to drive the success of the organization. His expertise and knowledge in the field have enabled him to provide businesses with viable solutions that have been proven to be successful.</p> <p>He holds a National Apprenticeship Certificate in Machinist from Mumbai G.K.W Ltd., making him an expert in the trade. With his knowledge and expertise, he can provide the highest level of quality craftsmanship for any project.</p>
2.	<b>Past remuneration</b>	<b>N.A</b>





3.	Recognition or awards	N.A
4.	Job Profile and his suitability	Please see (1) above
5.	Remuneration proposed	NII
6.	Comparative <u>remuneration</u> profile with respect to industry, size of the company, profile of the position and person(in case of expatriates the relevant details would be with respect to the country of his origin)	No remuneration is proposed.
7.	Pecuniary relationship directly or indirectly with the Company	Son of Mr. Sanjay Gupte, Mr. Yatin Sanjay Gupte is the promoter cum Chairman and Managing Director of the Company and holds equity shares under the Category of Promoter and Promoter Group of the Company. Shareholding as on 31st December 2024: No. of shares: 9,04,88,000  Further, he does not have any other pecuniary relationship with the Company.
8.	Relationship with other Directors or KMPs	Mr. Yatin Sanjay Gupte Shares held in his name:9,04,88,000

## II. OTHER INFORMATION:

1.	Reasons for loss or inadequate profits:	The Company has recorded <b>adequate profits over the past three years</b> and has not incurred any losses. However, this is an <b>enabling provision</b> to address any potential breach of the remuneration limits prescribed under the <b>Companies Act, 2013</b> in the future.
2.	Steps taken or proposed to be taken for improvement	The management is pursuing various strategic and operational measures that is expected to result in the improvement of profitability of the Company. The management believes all these strategic initiatives will result in better and improved profits for the Company.
3.	Expected increase in productivity and profits in measurable terms:	The management anticipates <b>higher productivity and profitability</b> , aligned with the <b>estimated budget and business growth</b>



		projections.
--	--	--------------

### III. Disclosures

The details required to be given under this head shall be disclosed in the Corporate Governance Report of the Company in its forthcoming Annual Report of 2024-25.

#### ANNEXURE-II

#### **Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

<b>Name of Director</b>	Mr. Sanjay Mahadev Gupte
<b>Category of Designation</b>	Whole-Time Director
<b>DIN</b>	07261150
<b>Fathers' Name:</b>	Mr. Mahadev Gupte
<b>Date of Birth:</b>	01/12/1952
<b>Age</b>	72
<b>Nationality</b>	Indian
<b>Date of Original Appointment on Board</b>	06 <sup>th</sup> February 2025
<b>Qualification, Functional Expertise and Experience</b>	As <b>Executive Whole time Director</b> , he is responsible for <b>overseeing strategic initiatives, business growth, and operational excellence</b> within the organization. He plays a key role in <b>driving innovation, optimizing processes, and ensuring sustainable development</b> in alignment with the company's vision. His leadership focuses on <b>enhancing efficiency, expanding market presence, and fostering long-term value creation</b> .
<b>Relationship with other Board Members</b>	Mr. Yatin Sanjay Gupte is the son of Mr. Sanjay Mahadev Gupte,
<b>Relationship with other Directors &amp; KMP</b>	Mr. Yatin Sanjay Gupte is the son of Mr. Sanjay Mahadev Gupte,
<b>Directorship in other Companies:</b>	<ul style="list-style-type: none"> <li>• Wardwizard Foods And Beverages Limited</li> <li>• Wardwizard Solutions India Private Limited</li> <li>• LCL Aviation Private Limited</li> <li>• Wardwizard Properties Holdings Private Limited</li> </ul>
<b>Name of other listed Companies, where he is Director</b>	<ul style="list-style-type: none"> <li>• Wardwizard Foods And Beverages Limited</li> </ul>
<b>List of other Listed Companies in which Memberships/ Chairmanships of Board Committees held</b>	<b>Wardwizard Foods and Beverages Limited</b> Non-Executive Non-Independent Director Member (Nomination and Remuneration Committee) Member (Stakeholder Relationship Committee)
<b>Listed entities from which he has resigned in the past three years</b>	Wardwizard Innovations & Mobility Limited As Executive Director
<b>No. of shares held in own name or in the name of relatives:</b>	Shareholding as on 31 <sup>st</sup> December 2024: No. of shares: 9,04,88,000 (Mr. Yatin Sanjay Gupte)
<b>Board Meeting attendance</b>	Mr. Sanjay Mahadev Gupte has attended <b>one</b> Board



	meeting during the FY 2024-25
<b>Justification for choosing the appointee for appointment as Independent Director</b>	The role of <b>Whole-Time Director (Executive Director)</b> in a company like <b>Wardwizard Innovations &amp; Mobility Limited</b> requires a <b>highly experienced leader with profound strategic vision, operational management capabilities, leadership qualities, and expertise in driving business growth.</b> The individual appointed to this role must possess <b>strong business acumen, decision-making abilities, operational excellence skills, and the capability to drive innovation and long-term sustainable growth</b> in alignment with the Company's business goals and vision.
<b>Remuneration last drawn</b>	NA
<b>Terms and conditions of appointment or reappointment</b>	As per the Board resolutions Passed on 06 <sup>th</sup> February 2025, and the agreement executed by the Company and Mr. Sanjay Mahadev Gupte having age of more than 70 years in this regard and as per the Explanatory Statement mentioned above.
<b>Details of remuneration sought to be paid</b>	As stated in Explanatory Statement

Accordingly, the Board commends the Special Resolution as set out in item No. 11 of the accompanying notice.

Members may note the Company has not committed any defaults in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

The Board accordingly recommends the Special Resolution as set out in item No. 11 of this notice for the approval of Members.

None of the Directors or Key Managerial Personnel except Mr. Yatin Sanjay Gupte (Chairman, Managing Director and Promoter), Mr. Sanjay Mahadev Gupte, Executive Director and Wardwizard Solutions India Private Limited (Promoters and Promoter Group) of the Company and/or their relatives, in any way, is concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding/ shareholding of their associates as Promoters / Promoter Group in the Company.

**ITEM NO. 12: APPROVAL FOR CANCELLATION OF 2,92,070 UNSUBSCRIBED EQUITY SHARES PORTION AND 13,58,403 EQUITY SHARES FORFEITED BY THE COMPANY FROM THE ISSUED AND SUBSCRIBED EQUITY SHARE CAPITAL OF THE COMPANY.**

The Board of Directors of Wardwizard Innovations & Mobility Limited, at its meeting held on 13<sup>th</sup> September, 2021, approved a proposal to raise funds through a Rights Issue. The Company subsequently received in-principle approval on 12<sup>th</sup> January, 2022 for the issuance of equity shares, and the Letter of Offer was filed with the Stock Exchange on 18<sup>th</sup> January, 2022. Pursuant to this, the Company issued a total of 59,62,373 partly paid-up equity shares through the Rights Issue to its existing equity shareholders as of the record date, 22<sup>nd</sup> January, 2022 at an issue price of ₹ 82/- per equity share, comprising a face value of ₹ 1/- and a share premium of ₹ 81/-.

The Company received 50% of the issue price, i.e., ₹ 41/- per share (comprising ₹ 0.50/- towards face value and ₹ 40.50/- towards share premium) on application, and accordingly allotted 56,70,303 equity shares on 15<sup>th</sup> March, 2022.

The Board of Directors, at its meeting held on 07<sup>th</sup> October, 2022, approved the issuance of the First and Final Call Money Notice for payment of the remaining ₹ 41/- per share (comprising ₹ 0.50/- towards face value and ₹ 40.50/- towards share premium) in respect of the 56,70,303 partly paid-up equity shares. The call money was payable during the period from 14<sup>th</sup> November, 2022 to 28<sup>th</sup> November, 2022.



The Company received ₹ 10,21,56,871/- (Rupees Ten Crores Twenty-One Lakhs Fifty-Six Thousand Eight Hundred Seventy-One Only) against the total call amount of ₹ 23,24,82,423/- (Rupees Twenty-Three Crores Twenty-Four Lakhs Eighty-Two Thousand Four Hundred Twenty-Three Only). Accordingly, the Board, at its meeting held on 12<sup>th</sup> December, 2022, approved the conversion of 24,91,631 partly paid-up equity shares into fully paid-up equity shares of face value ₹ 1/- each.

The Board, at its meeting held on 06<sup>th</sup> February, 2023, approved to issue a Final Call Money-cum-Forfeiture Notice for payment of ₹ 41/- per equity share in respect of partly paid-up shares where the First and Final Call Money remained unpaid. The call money was payable from 20<sup>th</sup> February, 2023 to 06<sup>th</sup> March, 2023.

The Board, at its meeting held on 31<sup>st</sup> March, 2023, approved the conversion of 18,20,269 partly paid-up equity shares into fully paid-up equity shares.

The Company received ₹ 7,46,31,029/- (Rupees Seven Crores Forty-Six Lakhs Thirty-One Thousand Twenty-Nine Only) against the total remaining call amount of ₹ 13,03,25,552/- (Rupees Thirteen Crores Three Lakhs Twenty-Five Thousand Five Hundred Fifty-Two Only).

The Board of Directors, at its meeting held on 31<sup>st</sup> March 2023, approved the forfeiture of 13,58,403 partly paid-up Rights Equity Shares due to the failure of the respective holders to pay the balance call money. The issued and subscribed share capital of the Company will be diminished accordingly.

Since the forfeited shares are too small for re-issue on a rights or preferential basis, the Board has decided to cancel them pursuant to Section 61(1)(e) of the Companies Act, 2013.

The resolutions contained in item no. 12 of the accompanying Notice, accordingly, seek shareholders' approval through special resolution for authorizing the Board of Directors of the Company to cancel the forfeited shares and to complete all the formalities related thereto pertaining to item no 12.

The resolutions contained in item no. 12 of the accompanying Notice, accordingly, seek shareholders' approval through ordinary resolution to cancel the forfeited shares.

None of the Directors or key managerial personnel of the Company or their relatives is / are, in any way concerned or interested, financially or otherwise, in the proposed resolutions.

The Board commends these resolutions as set out in the Notice for your approval as Special / Ordinary Resolutions.

**BY ORDER OF THE BOARD  
FOR WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

**SD/-  
JAYA ASHOK BHARDWAJ  
COMPANY SECRETARY & COMPLIANCE OFFICER  
ACS: 37912**

**Registered Office:** Office 4604, 46<sup>th</sup> Floor  
Kohinoor Square, Kelkar Marg, Shivaji Park,  
Dadar (West), Nr. R. G. Gadkari Chock,  
Mumbai, Maharashtra- 400028, India.  
**Email id:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

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

**Place:** Vadodara  
**Date:** 08<sup>th</sup> March 2025

--X--