

WARDWIZARD INNOVATIONS & MOBILITY LIMITED
(FORMERLY KNOWN AS MANVIJAY DEVELOPMENT COMPANY LIMITED)

(CIN: L35100MH1982PLC264042)

Regd. Office.: 701, 7th Floor, Plot - 96/98, Platinum Arcade, JSS Rd, Central Plaza Cinema, Charni Rd,
Girgaum, Mumbai-400004.

Corp Office: C-222, GIDC, Makarpura Industrial Estate Vadodara 390010;

Tel No: +91 9727755083

E-mail ID: - compliance@wardwizard.in / manvijaydcl@manvijay.com, Website: - www.manvijay.com

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (PASSING OF THE RESOLUTION BY POSTAL BALLOT) RULES, 2011 AND COMPANIES (MANAGEMENT & ADMINISTRATION) RULES, 2014

Dear Shareholder

Notice is hereby given that the following resolutions are proposed to be passed by Postal Ballot in accordance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 & Companies (Management & Administration) Rules, 2014 as amended from time to time.

The resolutions proposed to be passed and the Explanatory Statement pertaining thereto stating all material facts and the reasons for the proposed resolutions & a Postal Ballot Form are appended herewith for consideration of the Shareholders. The attached Postal Ballot Form is to be used by the Shareholders for the purpose of exercising vote in respect of the said resolutions.

In view of the Covid-19 pandemic and pursuant to the guidelines and notification issued by the Ministry of Home Affairs, Government of India requiring social distancing and in light of circulars issued by the Ministry of Corporate Affairs, Government of India ("MCA") in terms of the General Circular No.14/2020 dated 8th April 2020 and General Circular No. 17/2020 dated 13th April 2020 and General Circular No. 22/2020 dated 15th June 2020 (collectively, "MCA Circulars"), MCA has advised the companies to take all decisions requiring members' approval (other than items of ordinary business or business where any person has a right to be heard) through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. The MCA has further clarified that for companies that are required to provide e-voting facility under the Companies Act, while they are transacting any business (es) only by postal ballot up to 30th September 2020 or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the company should send the postal ballot notice only by email to all its shareholders who have registered their email addresses with the company or depository / depository participant and the communication of assent / dissent of the members will only take place through the remote e-voting system only. This postal ballot is accordingly being initiated in compliance with the MCA Circulars. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to the Members of the Company.

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In compliance with the requirements of the MCA Circulars, 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. Shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by remote E-voting.

The proposed resolutions and explanatory statement pertaining to the said resolutions setting out all material facts concerning thereto as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars are appended below seeking consent of the Members of the Company through remote e-voting.

The Shareholders are requested to peruse the following proposed resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of E-Voting system only provided by the Company.

The results of the Postal Ballot will be declared by the Managing Director/ Executive Director/ Director on **August 17, 2020** at the Corporate Office of the Company and will be communicated to BSE Limited/ CSE Limited i.e. the Stock Exchanges where the equity shares of the Company are listed. The Company proposes to provide voting on the resolutions through the Postal Ballot mode and through Electronic mode.

The date of declaration of the result shall be deemed to be the date of passing of the said resolutions and the Special Resolutions shall be declared as passed if the votes cast in its favor are three times or more in number as against the votes cast in against the respective resolution.

The said notice of Postal Ballot has also been placed on Company's website viz www.manvijay.com and on the website of BSE Limited www.bseindia.com for perusal by members.

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SPECIAL BUSINESS:

ITEM NO: 1-TO APPROVE THE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:

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 Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the “Act”), the provisions of the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, Ministry of Corporate Affairs, Reserve Bank of India, Securities and Exchange Board of India (“SEBI”), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“SEBI Listing Regulations”), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended or re-enacted from time to time (“SEBI (ICDR) Regulations”) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”) and subject to necessary approvals, permissions, sanctions and consents, if any and as may be required from the Competition Commission of India (“CCI”) and any other relevant governmental authorities including from BSE Limited/ CSE Limited (collectively the “Stock Exchanges”) and subject to such other approvals, permissions, sanctions and consents as may be necessary under all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be required) by any other regulatory authorities which may be agreed to and/or accepted by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot at an appropriate time, in one or more tranches in aggregate and up to 17,50,000 (Seventeen Lakhs Fifty Thousand) equity Shares of the Company of the face value

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of Re. 10/- each ("the Equity Shares") for cash at a price of Rs. 31/- (Thirty-One Only) per Equity Shares (including premium of Rs. 21/- per Equity Shares) aggregating to Rs. 5,42,50,000/- (Rupees Five Crore Forty-Two Lakhs Fifty Thousand only) to the Strategic Investors not forming part of the Promoter Group (as defined in SEBI (ICDR) Regulations) ("Proposed Allottee/ Equity holder") under Category Strategic Investors not forming part of the Promoter Group on a preferential basis, not being less than the price determined in accordance with provisions of Chapter V of the SEBI (ICDR) Regulations and SEBI Takeover Regulations and companies Act, 2013 or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, the "Relevant Date" determination of minimum price of the Equity Shares to be issued and allotted as stated as above shall be thirty (30) days prior to the date of this Meeting or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date for the purpose of abovementioned issue of Equity Shares.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to following terms:

- a. The proposed Equity Shares shall be issued and allotted by the Company to Proposed Allottees within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the proposed Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals;
- b. The Equity holder(s) shall be entitled to exercise the option of exercising any or all of the Equity Share in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of Equity Share proposed to exercise along with the aggregate amount payable thereon, prior to or at the time of allotment. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares;
- c. The Equity Shares to be so allotted shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall

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rank pari-passu in all respects including dividend, with the existing equity shares of the Company;

- d. The Equity shares allotted to the Subscriber shall, subject to the receipt of necessary approvals for the listing and trading, be listed and traded on the BSE Limited.
- e. The Equity Shares being shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations.
- f. The Equity Shares shall be allotted to the Subscriber for consideration to be received in cash.
- g. The number of Equity shares so offered, issued and allotted to the subscribers shall not exceed the number of Equity shares as approved hereinabove.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the Equity holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue, the number of equity shares to be allotted, finalizing the terms of agreement(s) and other related document(s), if any, to be executed including amendments thereto, provide any clarifications related to offer, issue and allotment of Equity Shares, listing of Equity Shares on Stock Exchanges and authorize to preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings, instruments and such other documents (including documents in connection with appointment of agencies, intermediaries and advisors), utilization of proceeds of issue and further to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s)

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or authorized signatory/ies of the Company and generally to do all such acts, deeds and things as may be required in connection with the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint/engage any registrar, depositories, professionals, advisors, bankers, consultants and advocates and to finalize their fees/charges and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and further authorized to make requisite filing with concerned regulatory/government authorities / depository(ies), Stock Exchanges and/or any other regulatory authorities to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.

RESOLVED FURTHER THAT all action(s) taken by the Board or Committee(s) thereof, any Director(s) or Officer(s) or any other authorized signatory/ies of the Company in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO: 2- DISINVESTMENT/ SALE OF SUBSIDIARY 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 section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, and the relevant rules made thereunder, Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications, amendments or re-enactments of any of them for the time being in force), the Memorandum and Articles of Association of the company and subject to other requisite approvals to the extent necessary as may be required, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as Board) to sell/ transfer or otherwise dispose-off in one or more tranches, the entire investments i.e. 4000000 shares held in Property Trading of India Limited., a wholly owned subsidiary company to the purchaser M/s. Pradman Property Consortium of India LLP (not being related) and at the consideration not less than the amount as mentioned below; or to any other purchasers (not being related) with whom the Board may finalize the agreement and on such other terms and conditions as may be approved by the Board:

Sr. No	Purchaser	No. of shares	Consideration (Amount in Rs.)
1.	M/s. Pradman Property Consortium of India LLP	4000000	4,00,00,000/-

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RESOLVED FURTHER THAT for the purpose of implementation of this resolution, the Board be and is hereby authorized to do all such acts, deeds, matter and things, including but not limited to deciding the time, mode, manner, extent of tranches, if required and other terms and conditions of the disinvestment/ sales of the shares as aforesaid, negotiating and finalizing the terms of sale/ offer for sale as may be necessary, desirable and expedient to be agreed, and all incidental and necessary steps for and on behalf of the company and to settle all questions or queries that may arise in the course of implementing this resolution.

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

SD/-

Yatin Sanjay Gupte
(Managing Director)

DIN: [07261150](#)

Place: Vadodara

Date: 11/07/2020

Notes:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, as amended (the "Companies Act" or the "Act") with respect of the special business as set out in the Notice is annexed hereto.
2. The MCA by way of the MCA Circulars has provided certain relaxations/exemptions in view of threat posed by Covid-19 pandemic for facilitating the passing of ordinary and special resolutions by companies. Accordingly, this Notice containing the relevant instructions is being sent by email to all the Members of the Company whose names appear on the Register of Members/list of Beneficial Owners as received from the Depositories, National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") on **July 10, 2020** ("Cutoff Date") and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA . Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on that date. A copy

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of this Notice will also be available on the Company's website at www.manvijay.com and on the BSE Ltd.

3. Due to non-availability of postal and courier services, on account of the threat posed by COVID19 pandemic situation, and in terms of the MCA Circulars, the Company will send this postal ballot notice in electronic form only. The hard copy of this Postal Ballot Notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. To facilitate such members to receive this notice electronically and cast their vote electronically, the Company has made special arrangement for registration of email addresses in terms of the General Circular No. 17/2020 issued by Ministry of Corporate Affairs dated April 13, 2020.
4. The Board of Directors of the Company has appointed **Mr. Santoshkumar. K. Pandey, a Practicing Company Secretary, as the Scrutinizer** for conducting Postal Ballot process in a fair and transparent manner. After completion of his scrutiny, he will submit his report to the Executive Director/ CEO and in his absence to the Director of the Company. The results of the Postal Ballot will be announced on **August 17, 2020** at the Corporate Office of the Company and also be published in the newspaper(s). The date of declaration of the result of the Postal Ballot will be taken to be the date of passing of resolutions proposed by this notice.
5. The Company is extending its offer of e-voting facility as an alternate, for its Members to enable them to cast their vote electronically instead of dispatching Postal Ballot.
6. A copy of all the documents referred to in the accompanying explanatory statement are open to inspection at the Corporate Office of the Company on all working days except holidays between 10.00 am to 1.00 pm up to the date of declaration of results of the Postal Ballot and any shareholders who wants to avail the same be provided with a soft copy.
7. Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DP ID in all correspondence, so as to enable the Company to address any future communication at their correct address.
8. Members holding shares in physical forms are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Member can contact the Company or the Company's **Registrar and**

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Transfer Agent; Skyline Financial services Private Limited, for assistance in this regard.

Members are requested to note that the Company's shares are under compulsory demat trading for all investors. Members are, therefore, requested to de-materialize their shareholding to avoid inconvenience.

9. Members are requested to support this green initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository participants and in respect of old shares held in physical form with the Company's Registrar & Share Transfer Agent. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.
10. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Reports & other communications through electronic mode to those members whose email IDs are registered with the Company/ Depository Participants(s).-As per provisions of Section 20 of the Companies Act, 2013 read with Rules there under, a document-may be served on any member by sending it to him/her by-such electronic mode as may be prescribed including by facsimile telecommunication-or to electronic mail address, which the member has provided to his/her Depository-Participants(s)/Company Share Transfer Agent from time to time for sending-communications.
11. Members whose name appearing on the Register of Members / List of Beneficial Owners as on the Cut-off Date shall be eligible for e-voting. A person who is not member on Cut-off Date should treat this Notice for information purpose only.
12. The Company will issue necessary advertisements in the newspaper having all India circulation and the newspaper circulating in the District where registered office of the Company is situated for the information of Members whose e-mail addresses/Mobile numbers are not available in the records of RTA and Depositories
13. Communication of the assent / dissent to the resolutions proposed in the Notice would take place only through remote e-voting.
14. The Board of Directors at their meeting held on **July 11, 2020** has appointed Santoshkumar K Pandey, Company Secretaries, Mumbai (Membership No. ACS 8546) an Independent

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Professional as the Scrutinizer for conducting the postal ballot process by e-voting in a fair and transparent manner.

15. In compliance with provisions of Sections 108 and Section 110 of the Companies Act read with Rule 20 and Rule 22 of the Rules and SS-2, the Company is providing e-voting facility to enable members to cast their votes electronically on the matters included in this Notice. The Company has appointed NSDL for facilitating e-voting to enable the shareholders to cast their votes electronically instead of physical mode. In terms of the MCA Circulars, voting can be done only by remote e-voting. As the remote e-voting does not require a person to attend to a meeting physically, the members are strongly advised to use the remote e-voting procedure by themselves and not through any other person / proxies
16. The Scrutinizer will submit his report after completion of the scrutiny and the results of the postal ballot will be posted on the Company's website www.manvijay.com and on the website of BSE Limited, besides communicating to the stock exchanges on which the securities of the Company are listed.
17. E-voting: In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the Postal Ballot by electronic means and all the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
18. The **E-voting period** for all items of business contained in this Notice shall commence from **July 18, 2020** and will end on **August 16, 2020**. During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the **cut-off date of July 10, 2020** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their equity shareholding in the paid-up equity share capital of the Company as on **July 10, 2020**.
19. The members are aware that, currently the Novel Coronavirus Disease (COVID-19) has affected many countries, including India. Pursuant to advisory by Ministry of Health & Family Welfare, Ministry of Corporate Affairs and other authorities on preventive measures to contain the spread of COVID 19, please note that the Company is taking all possible precautionary measures to meet this public health situation and contributing to containing the disease and minimizing its contagious effect.

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You are also requested to ensure to follow the directives issued by Government of India/State Government for safety of everyone and take adequate precautions at personal as well as at a social level and follow the medical advisories.

Further, use of e-voting facility by members is advisable for casting votes by following the procedures and instructions of E-Voting as mentioned in the Notice below.

20. On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

In case of shareholders have not registered their email addresses:

- a. Pursuant to the aforesaid Circulars issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be serviced to them may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, **Skyline Financial Services Private Limited**, by written letter addressed to Registrar and Share Transfer Agent together with self-attested copy of PAN card for updating of e-mail ID on mail subhashdhingreja@skylinerta.com and Contact No. 022 28511022 / 49721245. Letter should be signed by the registered holder. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to the Company at compliance@wardwizard.in or to Registrar and Transfer Agent at subhashdhingreja@skylinerta.com- e-Voting, Mr. Subhash Dhingreja, Skyline Financial Services Pvt. Ltd, at A-505, Dattani Plaza, Andheri Kurla Road, Safeed Pool, Andheri - East, Mumbai, Maharashtra - 400072; Contact no. +91 022 28511022 / 49721245.
- b. It is clarified that for permanent registration of email address, the shareholders are however requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Skyline Financial Pvt. Ltd at Mr. Subhash Dhingreja, at A-505, Dattani Plaza, Andheri Kurla Road, Safeed Pool, Andheri - East, Mumbai, Maharashtra - 400072; Contact no. +91 022 28511022 / 49721245.

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Regd. Office.: 701, 7th Floor, Plot - 96/98, Platinum Arcade, JSS Rd, Central Plaza Cinema, Charni Rd,
Girgaum, Mumbai-400004.

Corp Office: C-222, GIDC, Makarpura Industrial Estate Vadodara 390010;

Tel No: +91 9727755083

E-mail ID: - compliance@wardwizard.in / manvijaydcl@manvijay.com, Website: - www.manvijay.com

- c. Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, **Skyline Financial Services Private Limited** to enable servicing of notices / documents / Annual Reports electronically to their email address.

Voting through electronic means:

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details 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

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	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need 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

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of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.

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

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pandeyask2004@yahoo.o.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

For & On Behalf of the Board
Wardwizard Innovations & Mobility Limited
(Formerly Known As Manvijay Development Company Limited)

SD/-

Yatin Sanjay Gupte
(Managing Director)

DIN: [07261150](#)

Place: Vadodara

Date: 11/07/2020

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EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013, the following explanatory statements sets out all material facts relating to the business mentioned under Item Nos. 1 & 2 of the accompanying notices:

ITEM NO. 1

The management proposes to carry out manufacturing/trading activities in electric vehicles; electronic goods; consumer goods; etc. The Company proposes to appoint dealers/franchisee throughout the Company. The Company does not have any credit facilities from any bank or institutions. The Company propose to acquire land for its manufacturing activities in Gujarat & install various plant & machineries for manufacturing of electrical vehicles; cycles; scooters; bi-cycles; home appliances; electronic goods, etc. The Company will also spend on marketing & product development; branding of its products. The Company requires funds to be invested as per brief details given below.

- (i) Acquisition of land for manufacturing facilities;
- (ii) Construction of factory building;
- (iii) Acquisitions of plant & machinery;
- (iv) Marketing; product development & brand development of the products of the Company;
- (v) Working Capital requirements including procurement of raw materials, purchases of goods/accessories for finished goods;
- (vi) General Corporate purpose;
- (vii) Investment in its group Company specifically in the hospitality sector; herbal & ayurvedic products; financial products & aviation sector;
- (viii) Temporary lending of loans & advances;

The Company originally approved a proposal for raising 23.52 crores in 09th October, 2019, which was approved by the shareholders in its meeting held on 18th January, 2020 & In-Principle approval from BSE Limited was received on 29th January, 2020 However, certain investors later on could not bring the funds and as on date the Company was able to raise Rs. 15.08 crores only. Hence, there was shortfall of Rs. 8.44 Crores. The Company has certain expansion programme on hand, for which the funds are required. Hence, the Company proposes to raise Rs. 5.25 crore by

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way of issue of Equity Shares to a strategic investor not forming part of the Promoter group of the Company.

The present management are engaged in the business activities of manufacturing/trading of electrical vehicles; scooters; by-cycles; electronic goods; home appliances; hospitality sector; herbal & ayurvedic sector & real estate sector. The management has discussed with certain investors & they are interested in investing in the Company. It is proposed to raise funds by issuing Equity Shares (as the funds will be required by the Company at various stages) to the Strategic Investors not forming part of the Promoter Group. The Company also plans to expand its retail network, which requires huge capital expenditure.

The Company is on a growth path and a fresh investment in the Company will further help in evolution and expansion of its retail network strategy. The equity infusion will also strengthen the Company's balance sheet and reduce finance cost for the Company. In order to achieve the above objective and strengthen its financial position, various measures are required to be taken to enhance financial resources, including the long-term working capital.

The Board of Directors in its meeting held on 30th June, 2020 has approved to issue 25,00,000 Equity Shares of Rs. 10/- each at an issue price of Rs. 20/- per share (including a premium amount of Rs. 10/- per share) to the Strategic Investors not forming part of the Promoter Group (as defined in SEBI (ICDR) Regulations). However, they were later on reluctant to infuse the funds in a single tranche. The Company is receiving proposal from many investors to invest in the Company, as Company business model is of consumer electronics & electric vehicles. The Company was able to conclude with the below mentioned allottee about its funds requirement at better terms & rate.

The Board of Directors in its meeting held on 11th July, 2020 has decided to issue 17,50,000 Equity Shares of Rs. 10/- each at an issue price of Rs. 31/- per share (including a premium of Rs. 21/- per share) after getting positive feedback from the concerned allottee. The proposed issue and allotment of Equity shares, on a preferential basis, shall be governed by the applicable provisions of the ICDR Regulations and the Companies Act, 2013 read with the applicable provisions of the rules made there under. Further, in terms of Regulation 163(1) of the SEBI ICDR Regulations, certain disclosures are required to be made to the Members of the Company which forms part of this Explanatory Statement to the Notice without generality to the above, the salient features of the preferential issue of Equity shares are:

1. The object of the Preferential Issue.

- a. Acquisition of land for manufacturing facilities;
- b. Construction of factory building;

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- c. Acquisitions of plant & machinery;
- d. Marketing; product development & brand development of the products of the Company;
- e. Working Capital requirements procurement of raw materials, purchases of goods/accessories for finished goods;
- f. General Corporate purpose;
- g. Investment in its group Company specifically in the hospitality sector; herbal & ayurvedic products; financial products & aviation sector;
- h. Temporary lending of loans & advances;

2. Number of shares and Pricing of Preferential issue:

It is proposed to issue and allot in aggregate and up to 17, 50,000 (Seventeen lakhs fifty thousand) Equity Shares of the Company of the face value of Rs.10/- (Ten Only) each ("Equity Shares") for cash at issue Price of Rs. 31/- (Thirty-One Only) per Equity Share (including premium of Rs. 21/-) aggregating to Rs. 5, 42, 50,000/- to Proposed Allottee.

3. Basis on which the price has been arrived at:

The equity shares of Company are listed on Stock Exchanges viz, BSE Limited/ CSE Limited are infrequently traded in accordance with SEBI (ICDR) Regulations.

The pricing of the Equity Shares to be allotted on preferential basis is Rs. 31/- per Equity Share of face value of Rs. 10/- each (including premium of Rs. 21/-), which is not lower than the price determined in accordance with applicable provisions of SEBI (ICDR) Regulations.

4. The Intention of the Promoters/ Promoters group/ Directors/ Key Management Personnel to subscribe to this offer:

None of the Promoters/ Promoters Group/ Directors/ Key Management Person of the Company are subscribing to the offer.

5. Terms of Issue of the Equity Shares, if any.

The Equity shares allotted in terms of this resolution shall rank pari passu with existing Equity shares of the Company in all respect.

6. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to Strategic investors not forming part of Promoters group.

7. Payment:

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100% of the value of the Equity share shall become payable on the date of their allotment.

8. Relevant Date:

The relevant date as per the ICDR Regulations for the determination of the price per equity Shares pursuant to the preferential allotment is **July 17, 2020** ("Relevant Date") (i.e. 30 days prior to the date of closing of Notice of Postal Ballot i.e. August 16, 2020) shall be considered as the Relevant Date for the purpose of above mentioned issue of Equity Shares.

9. The shareholding pattern of the Company before the proposed issue and after the proposed Equity Shares are as follows:

Sr. No.	Category	PRE-ISSUE*		Allotment		POST ISSUE*	
		No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding
A.	Promoters' holding:						
1.	Indian						
	Individual	92,48,800	45.801	0	0	92,48,800	42.149
	Bodies Corporate	54,23,200	26.857	0	0	54,23,200	24.715
	Sub Total	1,46,72,000	72.658	0	0	1,46,72,000	66.864
2.	Foreign Promoters	0	0	0	0	0	0
	Sub Total (A)	1,46,72,000	72.658	0	0	1,46,72,000	66.864
B.	Non-Promoters' holding:						
1.	Institutional Investors	0	0	0	0	0	0
2.	Central Government/State Government (s)/ President of India	0	0	0	0	0	0
3.	Non- Institution Investors						

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Sr. No.	Category	PRE-ISSUE*		Allotment		POST ISSUE*	
		No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding
	Individual shareholders holding nominal share capital up to Rs.2 Lakhs	150,580	0.746	0	0	150,580	0.686
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	39,70,000	19.660	0	0	39,70,000	18.092
	NBFCs Registered with RBI	0	0	0	0	0	0
	Employee Trusts	0	0	0	0	0	0
	Any Others						
	Non Resident Indians						
	Clearing Members	578	0.002	0	0	578	0.003
	Bodies Corporate	900023	4.458	0	0	900023	4.102
	HUF	19	0	0	0	19	0.000
	Foreign Nationals	0	0	0	0	0	0
	Trust	0	0	0	0	0	0
	I E P F	0	0	0	0	0	0
	LLP	500000	2.476	0	0	500000	2.279
	Societies	0	0.00	17,50,000	100	17,50,000	7.975
	Sub Total (B)	5521200	27.342	17,50,000	100	7271200	33.136
	GRAND TOTAL (A+B)	20193200	100	17,50,000	100	21943200	100

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Sr. No.	Category	PRE-ISSUE*		Allotment		POST ISSUE*	
		No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding
C.	Non Promoter-Non Public						
C1.	Shares underlying DRs	0	0	0	0	0	0
C2.	Shares held by Employee Trust	0	0	0	0	0	0
	GRAND TOTAL (A+B+C)	20193200	100	17,50,000	100	21943200	100

*Note: -

1. The table shows the expected shareholding pattern of the Company upon assumption of the allotment and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.
2. The percentage of post issue shareholding has been calculated on the basis of post preferential capital assuming full allotment of shares as proposed.

10. The proposed time within which the issue or allotment shall be completed:

As required under the SEBI (ICDR) Regulations, Equity Shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals.

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11. Identity of Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in.

Sr. No.	Name of the Proposed Allottees	Identity of the ultimate Beneficial Owners*	No. & % of Equity Shares held prior to the Preferential Allotment	No. & % of Equity Shares to be Issued and Allotted	No. & % of Post Issue Equity and Voting Share Capital (Assuming full allotment of 1750000 Equity Shares)
	Non-Promoter Group:				
1.	Indian Co-operative Credit Society Limited	There are approx. 2, 00,000 members in the society who are holding equal number of shares; hence there is no identifiable beneficial owners. The day to day affairs of the Society is managed by Committee members who have equal say in the management decision.	0	1750000 (100%)	1750000 (7.975%)
	Total		NIL	1750000 (100%)	1750000 (7.975)

12. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares of the Company.

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13. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the FY 2020-2021 the Company has allotted 11438200 and 1430000 no. of equity shares on 13th June, 2020 and 19th June, 2020 respectively at price of Rs. 10 each (face value of Rs. 10/-) each on Conversion of Convertible Equity Warrants issued by the Company on preferential basis to the 4 (four) Promoters/ Promoter groups and 2 (two) Strategic Investors not forming part of the Promoter Groups of the Company in terms of SEBI (ICDR) Regulation, 2018 (as amended) and shareholder approval were received on 18th January, 2020 for issue of convertible equity warrants on preferential basis. The Company has allotted equity shares after receipt of necessary approvals from BSE Limited & concerned authorities. The Company has already filled with BSE Limited on 27th June, 2020 for listing approval of 11438200 and 1430000 no. of equity shares.

14. Valuation for consideration other than cash: Not applicable

15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable - The issue price of Rs. 31/- (including Premium of Rs. 21/-) per equity share is determined based on the valuation report received from a registered valuer on cash basis.

16. Lock-in period:

The Equity Shares being allotted pursuant to exercise of such Equity Shares shall be subject to lock-in as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018. Further, the entire Pre-Preferential allotment shareholding of all the proposed allottees, if any, shall also be under lock-in from the relevant date up to a period of six months from the date of the trading approval received from the Stock Exchanges. [Here the date of trading approval shall be reckoned as the latest date when trading approval has been obtained from the Stock Exchanges where it is listed].

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17. Listing

The Company will make an application to the Stock Exchanges at which the existing shares are already listed, for listing of the equity shares of the Company.

18. Auditors' Certificate:

The Certificate being issued by Statutory Auditor of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, will be kept open for inspection at the Registered Office of the Company between 11:00 AM and 1:00 PM on all working days between Monday to Friday of every week, up to the date of this Notice of Postal Ballot.

19. Other Disclosures / Undertakings:

- a. The Issuer Company undertakes that they shall re-compute the price of the Equity Shares issued in terms of the SEBI (ICDR) Regulations, 2018, where it is required to do so.
- b. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the equity shares shall continue to be locked-in till the time such amount is paid by the Allottees.
- c. During the period, the Company has not issued any securities on preferential basis or Private Placement basis other than mentioned above.
- d. The Issuer Company has not issued any securities for consideration other than cash; hence Valuation Report of the Registered Valuer is not applicable.
- e. The Proposed Allottee has not sold any equity shares during the six months preceding the Relevant Date.

19. Disclosure as specified in under Regulation 163 (1) (i) of the SEBI (ICDR) Regulations.

- i. It is hereby confirmed that neither the Company nor its promoters and Directors and to the Company's Knowledge any of its Promoters is a willful defaulter.
- ii. it is hereby confirmed that neither the Company nor its promoters and Directors is declared as fugitive economic offender under Fugitive Economic Offender Act, 2018.

WARDWIZARD INNOVATIONS & MOBILITY LIMITED
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(CIN: L35100MH1982PLC264042)

Regd. Office.: 701, 7th Floor, Plot - 96/98, Platinum Arcade, JSS Rd, Central Plaza Cinema, Charni Rd,
Girgaum, Mumbai-400004.

Corp Office: C-222, GIDC, Makarpura Industrial Estate Vadodara 390010;

Tel No: +91 9727755083

E-mail ID: - compliance@wardwizard.in / manvijaydcl@manvijay.com, Website: - www.manvijay.com

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set in the accompanying notice for your approval

None of the Directors or Key Managerial Personnel(s) of the Company or their relatives are in any way concerned or interested financially or otherwise in the resolution except to the extent of their shareholding in the Company, if any

ITEM No 2:

The company proposes to disinvest its entire investment of 4000000 equity shares of Face Value 10/- each in Property Trading of India Limited (PTOIL) which is a wholly owned subsidiary Company of the Wardwizard Innovations & Mobility Limited (Formerly known as Manvijay Development Co. Limited) to M/s. Pradman Property Consortium of India LLP. PTOIL was under the previous management control. There are no business activities in PTOIL & present management does not foresee any further business in PTOIL. The Board keeping in view the hardship incurred as the subsidiary company has not received the expected growth, it feels that's its prudent to withdraw investment from the wholly owned Subsidiary and considers the proposed disinvestment in the best interest of the Company. Moreover, when Company requires funds for its expansion plan, it is in the interest of the Shareholders that such unproductive assets/investment to be disposed-off. The proposed disinvestment will generate liquidity for the Company. Such disinvestment will amount to sale of substantial interest in undertaking by the Company, your Directors propose the resolution under section 180(1) (a) of the Companies Act, 2013 for the approval of the shareholders.

The Section 180(1) (a) of the Companies Act, 2013 mandates that the Board of Directors of the company shall exercise the power to sell, lease or otherwise dispose-off the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution

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The Board commends the Resolutions at Item No.2 of the accompanying Notice for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the passing of the Resolution at Item No 2 of the accompanying Notice except to the extent of their shareholding in the company.

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

SD/-

**Yatin Sanjay Gupte
(Managing Director)**

DIN: 07261150

Place: Vadodara

Date: 11/07/2020