

Date: 28th March 2025 Ref: WIML/BSE/POSTAL BALLOT/MARCH/2025

To,

Corporate Relations Department

BSE Limited

Scrip Code: 538970_

Scrip ID: WARDINMOBI

Phiroze Jeejeebhoy Towers,

Kind Atte.: Corporate Relations

Department

Dalal Street, Mumbai-400 001.

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

<u>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</u>

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 28th March, 2025, please find enclosed herewith a copy of the postal ballot notice dated 28th 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.	Particulars	Type of
No		Resolution
1.	Approval of the material related party transactions with Mr. Yatin Sanjay	Ordinary
	Gupte (DIN 07261150) Chairman & Managing Director and Promoter of the	Resolution
	Company.	
2.	Approval for raising loans, whether secured or unsecured, with an option	Special
	contained as a term to convert such loans into equity shares of the company,	Resolution
	and executing all necessary documentation in connection thereto.	

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, 21st 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 Monday, 31st March, 2025, from 9:00 A.M. (IST) and ends on Tuesday, 29th 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 Cutoff 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

CIN: L35100MH1982PLC264042



Innovations & Mobility Limited 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 and the website of NSDL at 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, 46th 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 | Email ID: 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	E-VOTING ENDS ON
Monday, 31 March, 2025 at 9:00 AM (IST)	Tuesday, 29 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) 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 evoting").

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, 21th 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 website of the Company (www.wardwizard.in) and on the website of NSDL (<u>www.evoting.nsdl.com</u>).Pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, the Board of Directors on Friday, 28 March, 2025 has appointed Mr. Kamal A. Lalani, Peer Reviewed practicing Company Secretaries, Vadodara, Gujarat, India, having Membership No. ACS 37774 and COP 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) and on the website of NSDL (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. Tuesday, 29 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.	The cut-off date for determining the list of	Friday, 21 March, 2025
	Members eligible for remote e-voting	
2.	Date of Completion of dispatch of Notice (by	Friday, 28 March, 2025
	electronic means) to Members whose names	
	appear in the Register of Members/List of	
	Beneficial Owners as received from	
	Depositories as on the Cut-off date	
3.	Date and time of commencement of e-voting	Monday, 31 March, 2025 at 9:00 AM
4.	Date and time of closure of e-voting	Tuesday, 29 April, 2025 at 5:00 PM
5.	Declaration of Results of Postal Ballot	Thursday, 1 May, 2025



RESOLUTIONS FOR POSTAL BALLOT

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

SPECIAL BUSINESS:

1. APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH MR. YATIN SANJAY GUPTE (DIN 07261150) CHAIRMAN & MANAGING DIRECTOR AND PROMOTER OF THE COMPANY

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

"RESOLVED THAT pursuant to 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 entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Mr. Yatin Sanjay Gupte (Din 07261150) Chairman & Managing Director and Promoter of the company, 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, for Related transaction(s) as mentioned in the Explanatory Statement 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 be furnished to all concerned under the signature of any one of the Directors or the Company Secretary of the Company."



2. APPROVAL FOR RAISING LOANS, WHETHER SECURED OR UNSECURED, WITH AN OPTION CONTAINED AS A TERM TO CONVERT SUCH LOANS INTO EQUITY SHARES OF THE COMPANY, AND EXECUTING ALL NECESSARY DOCUMENTATION IN CONNECTION THERETO.

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 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, and other applicable provisions, (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the "Act") and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (hereinafter referred to as "ICDR Regulations"), the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") and all other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued by various authorities, as recommended by the Audit Committee and approved by the Board (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company, Nomination and Remuneration Committee (NRC) and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of members of the company be and is hereby accorded to the company in respect of the financial assistance to be extended by the Promoters and Promoter Groups and Directors (hereinafter referred to as Lenders) not exceeding Rs. 1,50,00,00,000/- (Rupees One Hundred And Fifty Crore only), consistent with the existing borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013 and to convert it either in whole or in part, the said loans taken after the date of consent of the shareholders, , be Converted such loan(s) into fully paid-up Equity Shares of the Company by through preferential allotment or any other mode as prescribed, on such terms and conditions as may be stipulated in the Loan agreement(s) and subject to applicable laws in one or more tranches, at such price as may be determined by the independent registered valuer or mutually agreed by the lenders and company and upon such terms and conditions as set forth by the lenders to the Company in the loan agreement(s), security document(s) and /or any other financing documents by whatever name called (hereinafter referred to as the "Financing Documents") or as may be stipulated by the Lenders or as deemed appropriate by the Board and in accordance with following conditions:

- The lender (or their agents or trustees) shall give notice in writing to the Company (hereinafter referred to as the "Notice of Conversion") of the exercise of their Conversion rights i.e. right to convert their loan(s) into fully paid Equity Shares of the Company;
- **II.** The conversion right reserved as aforesaid may be exercised by the lenders in accordance with Financing Documents entered by both the Company and lenders;
- III. On receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents, and also subject to The Companies Act 2013, SEBI (LODR) Regulation 2015, and SEBI (ICDR) Regulation 2018 etc. issue and allot the requisite number of fully paid-up equity shares of the company to the lenders from the date of conversion and the lenders may accept the same in satisfaction of the loan/ part of the loans so converted;
- IV. Upon such conversion, the repayment instalments of the loan(s) payable after the date of conversion as per the financing documents shall stand reduced



- proportionately by the amounts of the loan(s) so converted.
- ٧. The equity shares so allotted and issued to the Lender/s shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital
- VI. The equity shares so allotted and issued to the lenders shall rank Pari Passu with the existing equity shares of the Company in all respects, including voting rights, from the date of conversion.
- VII. The loans shall be converted into equity shares at a price that will be decided at the time of conversion, and based upon valuation report and also subject to the compliance of applicable provisions of The Companies Act 2013, SEBI (LODR) Regulation 2015, and SEBI (ICDR) Regulation 2018."

VIII.

"RESOLVED FURTHER THAT on receipt of the notice of conversion, the Board be and is hereby authorized to do all such acts, deeds and things as the Board may deem necessary and shall allot and issue the requisite number of fully paid-up ordinary Equity Shares in the Company to the lenders.'

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and Key Managerial Personnel of the company, be and are hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may 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."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this Resolution to any Director or Directors or any other executive(s) or officer(s) of the Company to give effect to the aforesaid Resolution."

"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."

BY ORDER OF THE BOARD

FOR WARDWIZARD INNOVATIONS & MOBILITY LIMITED

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

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

Place: Vadodara Date: 28th March 2025

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



NOTES:

- 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, 21 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 Sharegistry (India) Private Limited ("RTA") as on the cut-off date i.e Friday, 21 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. The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at 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.
- 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, 21 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, 21 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 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. **Tuesday**, **29 April**, **2025**. Members may send their requests to 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 Monday, 31 March, 2025 at 9:00 AM (IST) and will end at 5.00 P.M. (IST) on Tuesday, 29 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. **Tuesday**, **29 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, after communication to the Stock Exchange viz. BSE Limited (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 reaistered 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 temporarily update their email address by accessing https://www.purvashare.com/email-and-phone-updation/ to the Company at 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. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will



be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

- If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
- 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholder/Member" section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
- Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on









Individual Shareholders holding securities in demat mode with CDSL

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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.
- If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
- 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com 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************************************
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 user your existing password to login and cast your vote.



- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those** shareholders whose email ids are not registered
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

 a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) <u>Physical User Reset Password?</u>" (If you are holding shares in physical mode) option available on <u>www.evoting.nsdl.com</u>.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

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

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



4886 7000 or send a request to **Mr. Sagar S. Gudhate, Senior Manager** <u>Sagarg@nsdl.com</u> at evotina@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:

- 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 (selfattested scanned copy of Aadhar Card) by email to <u>compliance@wardwizard.in</u>
- 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. 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 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 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.

- ii. The Remote E-voting period commences from Monday, 31 March, 2025 at 9:00 AM (IST) and ends at Tuesday, 29 April, 2025 at 5:00 PM (IST). 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, 21 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(s) shall be deemed to have been passed on the last date of voting i.e. on **Tuesday**, **29 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, 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 addresses with their respective depository participants, 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.



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 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 and 2 of the accompanying Notice dated Friday 28th March 2025 should be taken as forming part of this Notice.

1. APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH MR. YATIN SANJAY GUPTE (DIN 07261150) CHAIRMAN & MANAGING DIRECTOR AND PROMOTER OF THE COMPANY.

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, and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transactions or not 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 exceed(s) ₹ 1,000 crores (Rupees One thousand crores) or 10% (ten per cent) 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 a Resolution.

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

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

The Shareholders' approval sought for the **Material Related Party Transactions** entered as mentioned at Item No. 1shall be valid for the one year of passing of this resolution.

The Audit Committee and Board at its meeting on the basis of relevant details provided by the company, as required by the law, at its meeting held on Friday, 28th 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. 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 exceeds 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 as material and



therefore would require the approval of shareholders of the Company by way of 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 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**

The Board recommends the passing of this resolution as an Ordinary Resolution and seeks the approval of the members for the same.

None of the Directors, Key Managerial Personnel, or their relatives are in any way concerned or interested in the resolution, Except for Mr. Yatin Sanjay Gupte & Mr. Sanjay Mahadev Gupte, and to the extent of any shareholding interest they may have in the Company.

Information required to be furnished to the members pursuant to aforesaid Rule and SEBI Listing Regulations is procedure hereunder:

THE DETAILS OF RELATED PARTY TRANSACTIONS WITH MR. YATIN SANJAY GUPTE ARE AS FOLLOWS.

SR NO.	PARTICULARS	DETAILS
1.	Name of the related party	Mr. Yatin Sanjay Gupte
2.	Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) / name of the director or key managerial personnel who is related, if any.	Promoter & Managing Director of the 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 transactions may include but not limited to the following for the Financial Year 2025-26; The company intends to Raise Funds from the related party. The company will pay Royalty Fees to the related party for using the trademark. Sale/Purchase of Goods & Materials: The Company may sell/purchase raw materials, and semi-finished/finished goods to/from the related party on an arm's length basis.



		 Leasing of Property: The Company may enter into lease agreements for office premises, warehouse, or machinery from the related party. Availing/Rendering of Services: The Company may avail or provide technical, administrative, consultancy, and business support services. Borrowing of Funds: The Company may borrow funds from the related party in compliance with Section 180 of the Companies Act, 2013. Appointment to any office or place
		 of profit: The Company may appoint a related party to any office or place of profit in the company or its subsidiary during the financial year 2025-26, on terms and conditions as deemed fit by the Board of Directors and subject to the recommendation of NRC. Other Goods, services or Securities as and when required transaction involving a Transfer of Resources, services or obligations between for the smooth functioning of business operations.
5.	Particulars of the proposed transaction	Same as per Point 4
6.	Value of the proposed transaction	Rs. 150 Crores. (Rupees One Hundred And Fifty Crores)
7.	Name of Director(s) or Key Managerial Personnel who is related, if any.	Mr. Yatin Sanjay Gupte is Promoter and Chairman & Managing Director of the company.
8.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. (and for a RPT involving a subsidiary,	46.67%



	such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)		
7.	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)		
	 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, intercorporate deposits, advances or investments, Nature of indebtedness. Cost of funds; and Tenure.	NA	
	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	
8.	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. 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
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

2. APPROVAL FOR RAISING LOANS, WHETHER SECURED OR UNSECURED, WITH AN OPTION CONTAINED AS A TERM TO CONVERT SUCH LOANS INTO EQUITY SHARES OF THE COMPANY, AND EXECUTING ALL NECESSARY DOCUMENTATION IN CONNECTION THERETO.

The company is in nature of automotive industry, in order to meet its working capital requirements and support its forthcoming business expansion plans, intends to raise funds through secured or unsecured loans from Promoters and Promoter Groups and Directors (hereinafter referred to as Lenders). The infused capital will address key financial objectives, including business support, production enhancement, working capital for streamlined operations and strategic business development initiatives. This aims to bolster operational capabilities, scale up manufacturing, and accelerate strategic growth projects.,

To ensure financial flexibility and sustainability, the Board proposes to obtain shareholders' approval for borrowing funds up to an aggregate amount of **Rs. 1,50,00,00,000/- (Rupees One Hundred and Fifty Crore only)** with an option to convert such loans into equity shares of the Company, as stipulated in the respective Loan Agreement.

Pursuant to **Section 62(3)** of **the Companies Act, 2013**, any loan that includes an option for conversion into equity shares of the Company requires prior approval from shareholders through a special resolution. The proposed resolution seeks to grant the Board the authority to negotiate and finalize such loan agreements, ensuring that lenders have the option to convert the loan or part thereof into **fully paid-up equity shares** of the Company, subject to applicable laws and mutually agreed terms. The conversion price will be determined at the time of conversion, in compliance with the applicable valuation guidelines prescribed by regulatory authorities.

The **conversion of loans into equity** will strengthen the Company's financial position, reduce debt obligations, and enhance the overall capital structure. Such an arrangement also aligns the interests of lenders with the growth of the Company while providing an alternative means to repay financial obligations. The equity shares allotted upon conversion shall rank pari passu with the existing equity shares of the Company and shall carry all rights, including dividend entitlements, voting rights, and other benefits from the date of issuance.



In circumstances where the Company is unable to repay its loans, the option of conversion into equity provides a structured resolution mechanism. The Board of Directors shall have the discretion to finalize the terms and conditions of such loan conversions after obtaining prior approval of shareholders, ensuring compliance with applicable regulatory frameworks, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the passing of this resolution as a **Special Resolution** and seeks the approval of the members for the same. None of the Directors, Key Managerial Personnel, or their relatives are in any way concerned or interested in the resolution, except Mr. sto the extent of any shareholding interest they may have in the Company.

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

> Place: Vadodara Date: 28th March 2025

