

WARDWIZARD INNOVATIONS & MOBILITY LIMITED
(FORMERLY KNOWN AS MANVIJAY DEVELOPMENT COMPANY LIMITED)
(CIN. L45208MH1982PLC264042)

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

Corp Office: C-222, GIDC Makarpura Industrial Estate, Vadodara-390010;
Tel No: +91 9727755083, E-mail ID: - manvijaydcl@manvijay.com/ manvijaydcl@yahoo.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 Shareholders,

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.

Members may note that the Company is providing voting through Postal Ballot. Only shareholders entitled to vote are entitled to fill in the Postal Ballot form and send it to the Scrutinizer or vote through the e-voting facility offered by the Company. Any other recipient of the Notice who has no voting rights should treat this Notice as intimation only.

If you are voting through Postal Ballot Form, you are requested to carefully read the instructions in the accompanied Postal Ballot form and return the same along with Assent (FOR) OR Dissent (AGAINST) in the attached self-addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before the close of business hours on **April 15, 2020 at 5.00 P.M.** Postal Ballot Forms received after this date will be strictly treated as if the reply from the concerned Shareholder has not been received.

E-Voting:

The Company is pleased to offer e-voting facility, in terms of Sec.108 of the Companies Act and the Rules, as an alternate for its members, which would enable them to cast votes electronically, instead of dispatching Postal Ballots. E-voting is optional. The Company has engaged the services of National Securities Depository Limited for providing e-voting facility to the members. Please read and follow the instructions on e-voting enumerated in the notes to the Notice.

The Board of Directors of the Company has appointed **Mr. Santoshkumar Pandey, a Practicing Company Secretary, as the Scrutinizer** for conducting the Postal Ballot voting process. After completion of his scrutiny, he will submit his report to the Managing Director/ Executive Director and in his absence to the Director of the Company. The results of the Postal Ballot will be declared by the Managing Director/ Executive Director/ Director on **April 16, 2020**

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at the Corporate Office of the Company and will be communicated to BSE Limited and The Calcutta Stock Exchange Ltd (CSE) i.e. the Stock Exchanges where the equity shares of the Company are listed, and will be published in the newspaper(s). 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 and ballot form has also been placed on Company's website viz www.manvijay.com for perusal by members.

SPECIAL BUSINESS:

ITEM NO-1: SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF MAHARASHTRA TO THE STATE OF GUJARAT:

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

"RESOLVED THAT pursuant to the provisions of sections 12, 13, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government (power delegated to Regional Director) any/or any other authority as may be prescribed from time to time and subject also to such permission(s), sanction(s) or approval(s) as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification(s) or amendment thereof, consent of the shareholders be and is hereby accorded for shifting of registered office of the Company from the State of Maharashtra to the State of Gujarat and that the Clause II of the Memorandum of Association of the Company be and is hereby altered by substituting in its place the following new clause II:

II. The Registered Office of the Company will be situated in the State of Gujarat."

"RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the Registered office of the Company be shifted from 701, 7th Floor, Plot - 96/98, Platinum Arcade, JSS Rd, Central Plaza Cinema, Charni Rd, Girgaum, Mumbai-400004, in the State of Maharashtra to First Floor Hall No. 2 MR ICON Next to Milestone Residency Bhayli, Vadodara-391410, Gujarat in the State of Gujarat, or any such place in the State of Gujarat (within the jurisdiction of the Registrar of Companies, Gujarat) as may be determined by the Board of Directors of the Company from time to time."

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“RESOLVED FURTHER THAT for the purpose of giving effect to the above mentioned resolutions, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of these resolutions.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by these resolutions to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to the above-mentioned resolutions.”

ITEM NO-2: APPROVAL OF RELATED PARTY TRANSACTION UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATIONS 23 OF SEBI (LODR) REGULATIONS, 2015.

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

“RESOLVED THAT pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its power) Rules 2014 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with the applicable provisions of the Companies Act, 2013 and the rules framed thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, consent of the members of the Company be and is hereby accorded for approval of material related party transaction, which term shall include any Committee thereof constituted/ to be constituted by the Board, to enter into such contracts/ arrangements/ transactions with M/s. Wardwizard Solutions India Private Limited, related party of the Company for the purposes of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company for an amount which may exceed the threshold for material related party transactions, by an amount not exceeding an aggregate value of Rs. 20,00,00,000 (Rupees Twenty crore) for the period from 09th March 2020 to 08th March, 2021 on such terms and conditions as may be decided by the Board and recommended by audit committee.

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RESOLVED FURTHER THAT Mr. Yatin Gupte, Managing Director and Ms. Jaya Ashok Bhardwaj, Company Secretary hereby authorized to do the necessary entries in the Register of contacts or arrangement in which directors are interested and authenticate them and to do all such acts, deeds, things and matters and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution.”

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

Place: Vadodara

Date: 09th March, 2020

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

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Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts pertaining to the resolutions are annexed hereto along with a Postal Ballot Form for your consideration. 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.
2. In terms of Section 110 of the Companies Act, 2013 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 the item of business items as set out in the Notice above are sought to be passed by Postal Ballot and by electronic mode.
3. A copy of this notice together with the Postal Ballot Form has been placed on the website of the Company www.manvijay.com.
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 **April 16, 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 Postal Ballot Form and self-addressed, pre-paid postage envelopes are enclosed for use of the shareholders and it bears the address to which the duly completed postal ballot forms are to be sent to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. on 15th day, April 2020. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered/speed post at the expense of the Members, will also be accepted. Postal Ballot Forms received after 5:00 p.m. on 15th April, 2020 shall be deemed invalid.
6. The shareholders are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the Form (Original) duly completed and signed in the attached self-addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before the close of the business hours on **April 15, 2020 at 5.00 P.M.**
7. 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. The members have option to vote either through e-voting or through the physical Postal Ballot form. If a member opts for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote, via physical Postal Ballot and e-

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voting, then voting through physical Postal Ballot shall prevail and voting done by e-voting shall be treated as invalid.

8. A copy of all the documents referred to in the accompanying explanatory statement are open to inspection at the Registered 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.
9. 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.
10. Members holding shares in physical forms are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Member can contact the Company or the Company's **Registrar and Transfer Agent, Skyline Financial Services Pvt. Ltd, at A/505 Dattani Plaza A K Road, Safed Pool, Andheri (East), Mumbai – 400072, Land Line Nos: 022-49721245,022-28511022, Email ID: subhashdhingreja@skylinerta.com** for assistance in this regard. Members are requested to note that the Company's shares are under compulsory demat trading for all investors. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience.
11. 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.
12. 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 post or by registered post or by speed post or by courier or by delivering at his/her office/home address or by such electronic mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to his/her Depository Participants(s)/Company Share Transfer Agent from time

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to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Postal Ballot For members who have not registered their email address with the Company, the service of documents will be affected by other modes of services as provided in Section 20 of the Companies Act, 2013 read with the relevant Rules thereunder. Printed copies of the Postal Ballot Notice of the Company inter alia indicating the process and manner of e-voting along with Ballot Paper is being sent to all members in the permitted mode.

13. 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).
14. The **E-voting period** for all items of business contained in this Notice shall commence from **Tuesday the March 17, 2020 at 9.00 a.m.** and will end on **Wednesday, the April 15, 2020 at 5.00 p.m.** During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the **cut-off date of March 06, 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.
15. **Mr. Santoshkumar .K. Pandey, Practicing Company Secretaries** (Membership No. ACS 8546) an Independent Professional has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
16. Duly completed Postal Ballot Form should reach to the Scrutinizer not later than the close of working hours of 15th April, 2020.
17. Members cannot exercise votes by proxy.
18. The Scrutinizer shall immediately after the conclusion of voting, first count the votes casted, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 2 days of closing of the Postal Ballot and after scrutinizing such votes received shall make a Scrutinizer's report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Postal Ballot and submit the same forthwith to the Chairman of the Company.

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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 For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

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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 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

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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 are 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.
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.

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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 pandeyk2004@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.
3. 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.

Place: Vadodara
Date: 09th March, 2020

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

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ANNEXURE TO NOTICE
EXPLANATORY STATEMENT U/S 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 of the accompanying notices:

Item No. 1:

The Board of Directors recommends these resolutions for approval of the shareholders.

The Company was incorporated under the provision of the Companies Act, 1956, in the State of West Bengal.

The registered office of the Company was shifted from the State of West Bengal to the State of Maharashtra and same was confirmed by the order of Regional Director, Eastern Region, Kolkata on 19th May, 2015. As per Clause II of the Memorandum of Association of the Company; the Registered Office of the Company is at present situated in the State of Maharashtra.

The present Promoters of the Company took control of the Management of the Company in the Financial Year 2019-2020. The present Board of Directors & management are based in Gujarat & the Company does not have any business activities in Maharashtra at present. Thus, it will be more convenient for the Company to carry on the business activities of the Company more efficiently and smoothly, it is proposed to shift the registered office of the Company from the State of Maharashtra to the State of Gujarat subject to approval of the Shareholders in their meeting.

The Members approval is sought for voting by Postal Ballot/E-Voting in terms of the provisions of Section 110 of the Companies Act, 2013 read with the provisions of the Companies (passing of Resolutions by Postal Ballot) Rules, 2011. In accordance with the provision of Section 13 and 12 of the Companies Act, 2013 pursuant to the shifting of the Registered Office from one state to another, the alteration in Clause II of the Memorandum of Association of the Company is required, which requires the approval of shareholders by way of Special Resolution to give effect to such change

Pursuant to successful completion of open offer by Mr. Yartin Gupte and M/s Wardwizard Solution Private Limited ("Acquirer/New Promoters) of the Company and in order to facilitate better control, administration and management of the business operations, it is proposed to shift the registered office of the Company from State of Maharashtra to the State of Gujarat

WARDWIZARD INNOVATIONS & MOBILITY LIMITED
(FORMERLY KNOWN AS MANVIJAY DEVELOPMENT COMPANY LIMITED)
(CIN. L45208MH1982PLC264042)

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Charni Rd, Girgaum, Mumbai 400004 (Maharashtra).

Corp Office: C-222, GIDC Makarpura Industrial Estate, Vadodara-390010;
Tel No: +91 9727755083, E-mail ID: - manvijaydcl@manvijay.com/ manvijaydcl@yahoo.com,
Website: - www.manvijay.com

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the resolution under Item No. 1 for approval of the members as a Special Resolution.

Item No. 2:

Wardwizard Solutions India Private Limited being the promoter of the Company and Yatin sanjay gupte, Managing Director is the common director, common promoter and member of the Wardwizard Solutions India Private Limited, make these Companies related party as per section 2 (76) of the Companies Act, 2013.

Moreover, the estimated value of the transactions relating to ongoing sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company for an amount with Wardwizard Solutions India Private Limited during the period from 09th March 2020 to 08th March, 2021 are likely to exceed the threshold prescribed under section 188 of the Companies Act, 2013, read with the rules made there and under Regulations 23 of the SEBI (LODR) Regulations 2015 and will be considered material and therefore would require the approval of shareholders of the Company by a Special Resolution.

The particulars of the Contracts/Arrangements/transactions Pursuant to sub-rule (3) of Rule 15 of Companies (Meetings of the Board and its Powers) Rules, 2014 read along with recommended by audit committee grant the omnibus approval as per Regulations 23 of SEBI (LODR) Regulations are as follows:

- i. Name of related party: **Wardwizard Solutions India Private Limited**
- ii. Nature of relationship: **Promoter of the Company**
- iii. Name of the directors who is related: **Yatin Sanjay Gupte, Managing Director of the Company is a director and member of the Related party.**
- iv. Nature of transaction: **Working Capital requirement, purchase of goods/materials, availing of services, appointment of any agent for purchase or sale of good, materials, services or property.**
- v. Period of transaction: **1 (one) year**
- v. Maximum amount of transactions shall be entered into: **Rs. 20 crore**

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- vi. The Indicative base price/ current contracted price and the formula for variation in the price if any: **It cannot be ascertained at this moment; it depends on the purchase during said period.**
- vii. Other conditions as the audit committee may deem fit: **NIL**
- viii. Manner of determining the pricing: **All the Proposed transaction would be carried out as part of business requirement of the Company and are ensured to be on arm's length basis.**
- ix. Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors: **All factors have been considered.**
- x. Any other information relevant or important for the Board to take a decision on the proposed transaction: **Nil**

The contracts/ arrangements/ transactions with Wardwizard Solutions India Private Limited are necessary in the ordinary course and have a significant role in the Company's operations. Therefore, the Board of Directors commends the resolution as set-out at item no. 2 for approval of the shareholders as Special Resolution.

None of the Directors / Key Managerial Personnel except Yatin Sanjay Gupte, Managing Director is concerned or interested, financially or otherwise in the resolution except to the extent of their shareholding in the Company, if any.

Place: Vadodara

Date: 09th March, 2020

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

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POSTAL BALLOT FORM

1. Name(s) Registered Address :
of the sole / first named Member
2. Name(s) of the :
Joint Holder(s), If any
3. Registered Folio No./ :
DP ID No/ Client ID No.
*(Applicable to investors holding Shares in dematerialized form)
4. Number of Share(s) held :

I/We hereby exercise my/our vote in respect of the below mentioned Resolutions to be passed through Postal Ballot for the business stated in the enclosed Notice of the Company by sending my/our assent or dissent to the said Resolution by placing the tick (√) mark at the appropriate box below:

SR. No.	RESOLUTIONS	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
SPECIAL RESOLUTION ITEM NO 1.	SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF MAHARASHTRA TO THE STATE OF GUJARAT			
SPECIAL RESOLUTION ITEM NO 2.	APPROVAL OF RELATED PARTY TRANSACTION UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATIONS 23 OF SEBI (LODR) REGULATIONS, 2015			

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event No.)	User ID	Password

Note: Please read the instructions mention in the Notice of Postal Ballot carefully before exercising your vote.

Last date for receipt of Assent/ Dissent Ballot form by Scrutinizer is Wednesday, on or before the close of business hours on 15-04-2020 at 5.00 p.m.

Place:
Date:

Signature of the Shareholder

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INSTRUCTIONS

1. General Instructions:

- a. There will be one Postal Ballot Form/e-voting for every Client ID No./Folio No., irrespective of the number of joint holders.
- b. Members have option to vote either through Postal Ballot Form or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical postal ballot and e-voting, then vote cast through e-voting shall prevail and vote cast through Physical Postal Ballot shall be considered as invalid.
- c. Voting in the Postal ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below.
- d. The Scrutinizer's decision on the validity of a Postal Ballot Form/E-voting shall be final and binding.

2. Instructions for voting physically by Postal Ballot Form:

- a. A member desirous of exercising his/her Vote by Ballot may complete this Ballot Form and send it to the Scrutinizer, **Mr. Santoshkumar .K.Pandey, a Practicing Company Secretary, at 403, Maruti Mansion, 17, Raghunath Dadaji Street, 04th Floor, Fort, Mumbai - 400 001.**, in the attached self addressed envelope. Postage will be borne and paid by the Company. Further, any envelopes containing postal ballot, if deposited in person or sent by courier at the expense of the Registered Member(s) will also be accepted.
- b. The self-addressed postage pre-paid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
- c. This Form must be completed and signed by the Member, as per specimen signature registered with the Company or Depository Participant, as the case may be. In case of joint holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
- d. In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- e. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tickmark (✓) in the appropriate column in the Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- f. Members are requested to fill the Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- g. **Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours by 5.00 p.m. on Wednesday, 15th April, 2020. All Postal Ballot Forms received after this date will be strictly treated as if no reply has been received from the Member.**
- h. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.2 (g) above.
- i. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot Form except giving their assent or dissent and putting their signature. If any such other paper is sent, the same will be destroyed by the Scrutinizer.
- j. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
- k. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e voting period unblock the votes in the presence of at least two (2) witness 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. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website within two (2) days of passing of the resolutions at the Notice of Postal Ballot of the Company and shall be communicated to the Stock Exchange, where its securities are listed.

3. Process for Members opting for E-Voting:

- l. In case of members receiving the Ballot Form by Post:
User ID and initial password is provided at the bottom of the Ballot Form.
- m. If you are already registered with NSDL for e-voting then you can use existing user ID and password for Login to cast your vote.
- n. In case of any queries, e-voting user manual for shareholders available at the Downloads section on NSDL E-voting website: www.evotingindia.com. you can also send your queries/ grievances relating to e-voting to the e-mail ID:- manvijaydcl@manvijay.com
- o. The period for e-voting starts on Tuesday, 17th March, 2020 at 9.00 a.m. and ends on Wednesday 15th April, 2020 at 5.00 p.m.