



POSTAL BALLOT NOTICE

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'), Government of India, from time to time.

E-VOTING STARTS ON	E-VOTING ENDS ON
Friday, 27 th March, 2026 at 09:00 AM (IST)	Saturday, 25 April, 2026 at 05:00 PM (IST)

Dear Members,

NOTICE is hereby given pursuant to Sections 108, 110 and all other applicable provisions, if any, 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"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable rules, regulations, circulars and notifications (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and in accordance with the requirements prescribed by Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") for holding general meetings/ conducting postal ballot process through e-voting vide General Circular No. 03/2025 dated 22nd September, 2025 to transact the Special Business as set out hereunder are proposed for approval by passing Ordinary Resolutions by way of postal ballot only, by voting through electronic means ('remote e-voting').

Pursuant to Section 102, 110 and other applicable provisions of the Act read with the Rules, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with the MCA Circulars, the Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Wardwizard Innovations & Mobility Limited ("the Company/WIML")/Purva Sharegistry (India) Pvt. Ltd., the Company's Registrar to the Issue Share 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, 20th March 2026 (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 and procedure for remote e-Voting forms part of this Notice. The Postal Ballot Notice is also available on the website of the Company (www.wardwizard.in) and on the website of NSDL (www.evoting.nsdl.com).

Pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company at its meeting held on Saturday, 21st March, 2026 has appointed Mr. Kamal A. Lalani, Peer Reviewed Practicing Company Secretaries, Vadodara, Gujarat, India (Membership No. FCS



13814 & Certificate of Practice No. 25395) as the Scrutinizer for conducting the E-Voting/Postal Ballot process in a fair and transparent manner. He has communicated his willingness for his appointment and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

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

The results of the Postal Ballot will be announced on or before i.e., within two (2) working days from close of voting period and also be hosted on website of the Company (www.wardwizard.in) 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. Saturday, 25th April, 2026.

SPECIAL BUSINESSES:

1. APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTION(S) WITH GARUDA MART INDIA PRIVATE LIMITED.

*To consider, and if thought fit, to pass, 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 6A and 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), as amended from time to time, 2(1)(zc) of SEBI LODR and Indian Accounting Standard (IND AS) 24, the Company's policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board of the Directors of the Company for entering into and / or continuing with Transaction(s)/Agreements/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Garuda Mart India Private Limited ("GM IPL"), 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, up to an aggregate amount not exceeding Rs. 75,00,00,000/- (Rupees Seventy Five Crore Only) and shall be valid for the Financial year 2026-2027 ("FY 26-27") whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise, as mentioned or detailed in Explanatory statement, 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 GM IPL,



hereunder, even though all such transactions, whether individually and/or in the aggregate with other transactions with GMPL, may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable under any law / regulations from time to time;

RESOLVED FURTHER THAT the Approval of the Members of the Company be and is hereby accorded to the Board of Directors or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution;

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

2. APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTION(S) WITH WARDWIZARD SOLUTIONS INDIA PRIVATE LIMITED.

*To consider, and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:*

"RESOLVED THAT pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act") and all other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), as amended from time to time, 2(1)(zc) of SEBI LODR and Indian Accounting Standard (IND AS) 24, the Company's policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board of the Directors of the Company for entering into and / or continuing with Transaction(s)/Agreements/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Wardwizard Solutions India Private Limited ("WSIPL"), 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, up to an aggregate amount not exceeding Rs. 3,00,00,00,000/- (Rupees Three Hundred Crore Only) and shall be valid for the Financial year 2026-2027 ("FY 26-27") whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise, as mentioned or detailed in Explanatory statement, 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 WSIPL, hereunder, even though all such transactions, whether individually and/or in the aggregate with other transactions with WSIPL, may exceed the limits prescribed under the Listing



Regulations or any other materiality threshold as may be applicable under any law / regulations from time to time;

“RESOLVED FURTHER THAT the Approval of the Members of the Company be and is hereby accorded to the Board of Directors or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution;

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

3. APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTION(S) WITH AEVAS BUSINESS SOLUTIONS PRIVATE LIMITED

*To consider, and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:*

“RESOLVED THAT pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”) and all other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR ”), as amended from time to time, 2(1)(zc) of SEBI LODR and Indian Accounting Standard (IND AS) 24, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board of the Directors of the Company for entering into and / or continuing with Transaction(s)/Agreements/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Aevas Business Solutions Private Limited (“ABSPL”), 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, up to an aggregate amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crore Only) and shall be valid for the Financial year 2026-2027 (“FY 26-27”) whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise, as mentioned or detailed in Explanatory statement, 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 ABSPL, hereunder, even though all such transactions, whether individually and/or in the aggregate with other transactions with ABSPL, may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable under any law / regulations from time to time;



RESOLVED FURTHER THAT the Approval of the Members of the Company be and is hereby accorded to the Board of Directors or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution;

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

4. APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTION(S) WITH MANGALAM INDUSTRIAL FINANCE LIMITED.

*To consider, and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:*

"RESOLVED THAT pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act") and all other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR "), as amended from time to time, 2(1)(zc) of SEBI LODR and Indian Accounting Standard (IND AS) 24, the Company's policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company [hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution], the consent of the Members of the Company be and is hereby accorded to empower the Board of the Directors of the Company for entering into and / or continuing with Transaction(s)/Agreements/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Mangalam Industrial Finance Limited ("MIFL"), 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, up to an aggregate amount not exceeding Rs. 35,00,00,000/- (Rupees Thirty Five Crore Only) and shall be valid for the Financial year 2026-2027 ("FY 26-27") whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise, as mentioned or detailed in Explanatory statement, 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 MIFL, hereunder, even though all such transactions, whether individually and/or in the aggregate with other transactions with MIFL, may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable under any law / regulations from time to time;

RESOLVED FURTHER THAT the Approval of the Members of the Company be and is hereby accorded to the Board of Directors or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such



acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution;

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

5. APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTION(S) WITH MR. YATIN SANJAY GUPTÉ.

*To consider, and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:*

"RESOLVED THAT pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act") and all other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR "), as amended from time to time, 2(1)(zc) of SEBI LODR and Indian Accounting Standard (IND AS) 24, the Company's policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company [hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution], the consent of the Members of the Company be and is hereby accorded to empower the Board of the Directors of the Company for entering into and / or continuing with Transaction(s)/Agreements/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Mr. Yatin Sanjay Gupte, 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, up to an aggregate amount not exceeding Rs. 40,00,00,000/- (Rupees Forty Crore only) and shall be valid for the Financial year 2026-2027 ("FY 26-27") whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise, as mentioned or detailed in Explanatory statement, 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 Mr. Yatin Sanjay Gupte, hereunder, even though all such transactions, whether individually and/or in the aggregate with other transactions with Mr. Yatin Sanjay Gupte, may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable under any law / regulations from time to time;

RESOLVED FURTHER THAT the Approval of the Members of the Company be and is hereby accorded to the Board of Directors or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent



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

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

6. TO INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENTS TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION.

*To consider, and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:*

"RESOLVED THAT in accordance with the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 ("The Act") and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, the Consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹ 31,00,00,000/- (Rupees Thirty One Crore only) divided into 31,00,00,000 (Thirty One Crore) equity shares of Re.1/- (Rupees One only) each by creation of additional equity shares aggregating to ₹ 41,00,00,000/- (Rupees Forty One Crores Only) comprising 41,00,00,000 (Forty One Crore) equity shares of Re. 1/- (Rupees One Only) each, and shall rank pari-passu in all respect with the existing shares of the Company.

RESOLVED FURTHER THAT the existing Clause V of Memorandum of Association of the Company be and is hereby substituted by the following:

"V. The Authorized Share Capital of the Company is ₹ 41,00,00,000 (Rupees Forty One crore Only) divided into 41,00,00,000 (Forty One crore) equity shares of Re.1/- (Rupees One Only) each with the rights, privileges, and conditions attaching thereto as are provided by the regulations of the company for the time being, with power to increase and reduce the capital of the company to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being, be provided by the regulations of the company."

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.

**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: 21st March 2026**



NOTES:

1. Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, read with SS-2 and other applicable provisions, as amended from time to time setting out material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.
2. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and provisions of Regulation 44 of the SEBI LODR Regulations, as amended from time to time, the Equity Shareholders are provided with the facility to cast their vote electronically. The Company has engaged the services of National Securities Depository Limited ("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, 20th March, 2026** (the "Cut-off date") and who have registered their email addresses in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Purva Shareregistry (India) Private Limited ("RTA") **as on the cut-off date i.e Friday, 20th March, 2026**. 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 website of the Stock Exchange i.e., BSE Limited at www.bseindia.com. The Postal Ballot Notice is also disseminated on the website of National Securities Depository Limited ("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, 20th March, 2026**. 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 National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited as on the cut-off date, i.e. on Friday, 20th March, 2026 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 Shareregistry (India) Private Limited, 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 Shareregistry (India) Private Limited 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. Saturday, 25th April, 2026. 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 **09:00 A.M. (IST) on Friday, 27th March, 2026 and will end at 5.00 P.M. (IST) on Saturday, 25th April, 2026**. 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. **Saturday, 25th April, 2026**.
9. The Board of Directors of the Company at its meeting held on 21st March, 2026 has appointed Mr. Kamal A. Lalani, Peer Reviewed Practicing Company Secretary, having Membership No: FCS 13814 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 registered their e-mail addresses so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to temporarily update their email address by accessing the link <https://www.purvashare.com/email-and-phone-updation/> or 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. 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. 1. 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.



	<p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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. 3. 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>



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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at 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***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company



For example if folio number is 001*** and
EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance@wardwizard.in
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 shareholder 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.
5. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access the e-voting facility.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cskamal2014@gmail.com 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**, at his email id: Sagarg@nsdl.com or evoting@nsdl.com.
4. 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.

5. **The Remote E-voting period commences from 9.00 A.M. on Friday, 27th March, 2026 and ends at 5.00 P.M on Saturday, 25th April, 2026.** 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, 20th March, 2026** 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.
6. 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.
7. Subject to the receipt of sufficient votes, the Resolution shall be deemed to have been passed on the last date of voting i.e. on **Saturday, 25th April, 2026**. 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.
8. To receive communication through electronic means, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form.

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

**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: 21st March 2026**



EXPLANATORY STATEMENT

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

In conformity with the provisions of Sections 102 and 110 of the Companies Act, 2013 ('the Act'), the Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended, the following Explanatory Statement setting out all material facts relating to the businesses mentioned at Item Nos. 01 to 06 of the accompanying Notice dated Saturday 21st March 2026 should be taken as forming part of this Notice.

The following statement sets out all the material facts relating the Resolution Nos. 01 to 05 to be passed as mentioned in the accompanying Notice dated **Saturday 21st March 2026**:

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, material related party transactions require prior approval of the shareholders through ordinary resolutions, even if such transactions are in the ordinary course of business of the Company and at an arm's length basis.

As per the Listing Regulations, where the annual consolidated turnover exceeds ₹ 20,000 crore, a related party transaction is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the listed entity. Accordingly, the materiality threshold for seeking shareholders' approval for related party transactions of the Company is 10% of the annual consolidated turnover of the listed entity. The said limits are applicable even if the transactions are in the ordinary course of business and at an arm's length basis.

Further, as per Regulation 2(1)(zc) of the Listing Regulations, the definition of Related Party Transaction ('RPT') includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

The term "related party" is defined under Section 2(76) read with Section 2(77) of the Companies Act, 2013 and the relevant rules made thereunder, as well as Regulations 2(1)(zb) and 2(1)(zd) of the SEBI (LODR) Regulations, 2015.

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and modified by SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 issued revised Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" ("RPT Industry Standards") to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of SEBI Listing Regulations read with the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 ('SEBI Circular'). The Standards *inter alia* requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval.

The details as per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and RPT Industry Standards, as applicable, to the Material RPTs as mentioned in this Notice are given herein below.

Accordingly, Resolution Nos. 01 to 06 are placed for the approval of the Members of the Company.



ITEMS NO 01: APPROVAL AND DETAILS OF MATERIAL RELATED PARTY TRANSACTION(S) WITH GARUDA MART INDIA PRIVATE LIMITED FOR FINANCIAL YEAR 2026-2027;

Garuda Mart India Private Limited ("GM IPL") qualifies as a related party of the Company in accordance with Section 2(76) of the Companies Act, 2013 and the provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The transactions undertaken with GM IPL has been carried out in compliance with the applicable provisions of the Companies Act, 2013, the Company's Policy on Related Party Transactions, and Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

At its meeting held on Saturday, 21st March 2026, the Audit Committee and the Board of Directors reviewed the proposed related party transactions, with the management providing complete details including material terms and the basis of pricing. The Audit Committee examined these details, along with the certificate submitted by the CEO & Managing Director and the Chief Financial Officer in accordance with the RPT Industry Standards. After due consideration, the Independent Directors on the Audit Committee confirmed that the transactions are in the ordinary course of business and on an arm's length basis, and the Committee and the Board accordingly approved the transactions, subject to the approval of the Members.

The members may further note that the RPT Industry Standards, effective from September 01, 2025, along with disclosures required under SEBI Circular and the provisions of the Act are enclosed as "Annexure-1" to this Notice.

Annexure: 1

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

Sr. No	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions is provided in Annexure A to this Postal Ballot Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the details of transactions in Annexure A of this notice
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on Saturday 21 st March, 2026 reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI LODR read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and



		granted approval for the material RPTs to be entered into, as mentioned in item no. 1 and recommended the same to the Board. The Board of Directors, at its meeting held on Saturday 21 st March, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making	Not Applicable All relevant or material the information required for informed decision making by the public members is disclosed herein under "Annexure-A"
7	Any other information that may be relevant	No other information, other than that disclosed above and in the accompanying Annexures, is considered relevant for the Members' consideration

Annexure A

Pursuant to SEBI Circular dated June 26, 2025 the Minimum Information relating to the proposed Related Party Transaction(s) provided to the Audit Committee is provided herewith

Part A: Minimum Information of the Proposed RPT

A(1).Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Garuda Mart India Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Trading in E-Vehicles and related spare parts & services, Trading in electronic goods.

A(2). Relationship and ownership of the related party

1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	GMIPL is a Promoter Group of the Wardwizard Innovations & Mobility Limited
	<ul style="list-style-type: none"> Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 	None



	<ul style="list-style-type: none"> Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary) 	None
	<ul style="list-style-type: none"> Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary) 	Garuda Mart India Private Limited directly holds 6.47% of the total share capital of the Company.

(A3) Details of previous transactions with the related party

1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<p>Details of the Transactions:</p> <table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>FY 2024-25 (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Purchase of Raw Material</td> <td>613.39</td> </tr> <tr> <td>2.</td> <td>Income from Sales of Goods & Services</td> <td>13038.21</td> </tr> <tr> <td>3.</td> <td>Advance given</td> <td>3894.51</td> </tr> </tbody> </table>	S. No.	Nature of Transactions	FY 2024-25 (INR in Lakhs)	1.	Purchase of Raw Material	613.39	2.	Income from Sales of Goods & Services	13038.21	3.	Advance given	3894.51			
S. No.	Nature of Transactions	FY 2024-25 (INR in Lakhs)															
1.	Purchase of Raw Material	613.39															
2.	Income from Sales of Goods & Services	13038.21															
3.	Advance given	3894.51															
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>Upto Dec-2025 (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Purchase of Raw Material</td> <td>212.82</td> </tr> <tr> <td>2.</td> <td>Income from Sales of Goods & Services</td> <td>2620.17</td> </tr> <tr> <td>3.</td> <td>Advance given</td> <td>-18.69</td> </tr> <tr> <td>4.</td> <td>Rent Expense</td> <td>39.53</td> </tr> </tbody> </table>	S. No.	Nature of Transactions	Upto Dec-2025 (INR in Lakhs)	1.	Purchase of Raw Material	212.82	2.	Income from Sales of Goods & Services	2620.17	3.	Advance given	-18.69	4.	Rent Expense	39.53
S. No.	Nature of Transactions	Upto Dec-2025 (INR in Lakhs)															
1.	Purchase of Raw Material	212.82															
2.	Income from Sales of Goods & Services	2620.17															
3.	Advance given	-18.69															
4.	Rent Expense	39.53															
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None															

(A4) Amount of the proposed transactions. (All types of transactions taken together)

1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 7,500 Lacs for the Financial Year 2026-2027.
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately	24.59%



	preceding financial year	
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	<i>Not Applicable</i>
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	246.49%
6.	Financial performance of the related party for the immediately preceding financial year:	Particulars
		FY 2024-2025 (INR in Lakhs)
		Turnover
		Profit After Tax
		3379.99
		2887.73
		3042.75

(A5) Basic details of the proposed transaction

1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<table border="1"> <thead> <tr> <th>Sl. No.</th> <th>Nature of transaction</th> <th>Amount (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of Goods</td> <td>5000</td> </tr> <tr> <td>2.</td> <td>Sale of services</td> <td>1000</td> </tr> <tr> <td>3.</td> <td>Purchase of Goods:</td> <td>500</td> </tr> <tr> <td>4.</td> <td>Purchase of Services</td> <td>500</td> </tr> <tr> <td>5.</td> <td>Trade Advances</td> <td>400</td> </tr> <tr> <td>6.</td> <td>Reimbursement/recovery of expenses</td> <td>100</td> </tr> <tr> <td></td> <td>Total</td> <td>7500</td> </tr> </tbody> </table>	Sl. No.	Nature of transaction	Amount (INR in Lakhs)	1.	Sale of Goods	5000	2.	Sale of services	1000	3.	Purchase of Goods:	500	4.	Purchase of Services	500	5.	Trade Advances	400	6.	Reimbursement/recovery of expenses	100		Total	7500
Sl. No.	Nature of transaction	Amount (INR in Lakhs)																								
1.	Sale of Goods	5000																								
2.	Sale of services	1000																								
3.	Purchase of Goods:	500																								
4.	Purchase of Services	500																								
5.	Trade Advances	400																								
6.	Reimbursement/recovery of expenses	100																								
	Total	7500																								
2.	Details of each type of the proposed transaction	<ul style="list-style-type: none"> • Sale of Electric Vehicles and its Spare parts • Sale of Replacement and warranty services, • Sale of Other Business Support Services & Business Referral Commission Services • Purchase of Electric Vehicles and its Spare parts • Purchase of Other business Support and related Services, Business Referral Commission Services 																								
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	In accordance with Regulation 23 of the SEBI (LODR) Regulations, the Company hereby seeks the prior approval of the Members for Material Related Party Transactions for Financial Year 2026-																								



		2027. The tenure of the underlying arrangements and contracts shall be effective from April 1, 2026, until March 31, 2027.
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Value of transactions for Financial Year 2026-27i is ₹ 7,500 Lakhs. Not applicable since these are recurring transactions and approval is being sought only for financial year 2026-27.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Board of Directors, based on the recommendation of the Audit Committee, evaluated that the proposed related party transactions are in the ordinary course of business and on an arm's length basis and play a vital role in the growth of the business operations of the listed entity. Garuda Mart India Private Limited operates as a super stockist for the listed company and primarily caters to the Southern region of India. Through its focused distribution network and tailored approach to regional market requirements, it facilitates effective market penetration and supports the expansion of the listed entity's business in the Southern region.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Garuda Mart India Private Limited, Promoter Group Company of the WIML directly holds 6.47% of the total share capital of the WIML. Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship/shareholding in the Company and GM IPL
	a. Name of the director / KMP	Not Applicable
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not Applicable
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	All relevant information forms a part of this disclosure setting out requisite facts.

PART B: Additional Information

B(1) – Disclosure: Transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances.

1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or other process was conducted for this purpose.
2.	Basis of determination of price.	The proposed transactions with the Related Party are undertaken in the ordinary course of business and are determined on an Arm's Length Basis, comparable to terms applicable to unrelated



		third parties in the related Industry. The pricing is based on prevailing market rates, industry benchmarks, and commercially negotiated terms, ensuring fairness and compliance with applicable regulatory provisions.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	400 Lakhs
	b. Tenure	As mutually agreed between both the parties.
	c. Whether same is self-liquidating?	Yes

The said transaction(s), being a material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 1.

Except as mentioned above, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 1 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 1 of the accompanying Notice to the Members for approval.

ITEMS NO 02: APPROVAL AND DETAILS OF MATERIAL RELATED PARTY TRANSACTION(S) WITH WARDWIZARD SOLUTIONS INDIA PRIVATE LIMITED FOR FINANCIAL YEAR 2026-2027;

WARDWIZARD SOLUTIONS INDIA PRIVATE LIMITED ("WSIPL") qualifies as a related party of the Company in accordance with Section 2(76) of the Companies Act, 2013 and the provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The transactions undertaken with WSIPL has been carried out in compliance with the applicable provisions of the Companies Act, 2013, the Company's Policy on Related Party Transactions, and Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

At its meeting held on Saturday, 21st March 2026, the Audit Committee and the Board of Directors reviewed the proposed related party transactions, with the management providing complete details including material terms and the basis of pricing. The Audit Committee examined these details, along with the certificate submitted by the CEO & Managing Director and the Chief Financial Officer in accordance with the RPT Industry Standards. After due consideration, the Independent Directors on the Audit Committee confirmed that the transactions are in the ordinary course of business and on an arm's length basis, and the Committee and the Board accordingly approved the transactions, subject to the approval of the Members.

The members may further note that the RPT Industry Standards, effective from September 01, 2025, along with disclosures required under SEBI Circular and the provisions of the Companies Act, 2013 are enclosed as "Annexure-2" to this Notice.



Annexure: 2

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

Sr. No	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions is provided in Annexure B to this Postal Ballot Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the details of transactions in Annexure B of this notice
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on Saturday, 21 st March 2026 reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI LODR read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and granted approval for the material RPTs to be entered into, as mentioned in item no. 2 and recommended the same to the Board. The Board of Directors, at its meeting held on Saturday, 21 st March 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making	Not Applicable All relevant or material the information required for informed decision making by the public members is disclosed herein under "Annexure-B"
7	Any other information that may be relevant	No other information, other than that disclosed above and in the accompanying Annexures, is considered relevant for the Members' consideration



Pursuant to SEBI Circular dated June 26, 2025 the Minimum Information relating to the proposed Related Party Transaction(s) provided to the Audit Committee is provided herewith

Part A: Minimum Information of the Proposed RPT

A(1).Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Wardwizard Solutions India Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Trading of e-bikes, related spare parts, aviation & other services and trading of electric products

A(2). Relationship and ownership of the related party

1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	WSIPL is a Promoter Group of the Wardwizard Innovations & Mobility Limited
	<ul style="list-style-type: none"> Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 	None
	<ul style="list-style-type: none"> Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary) 	None
	<ul style="list-style-type: none"> Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary) 	Wardwizard Solutions India Private Limited directly holds 0.96% of the total share capital of the Company.

(A3) Details of previous transactions with the related party

1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Details of the Transactions:		
		S. No.	Nature of Transactions	FY 2024-25 (INR in Lakhs)
		1.	Purchase of Raw Material	212.82
		2.	Rent Expense	39.53
		3.	Income from Sales of Goods & Services	2620.17
		4.	Trade Advance Given	(18.69)
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding	S. No.	Nature of Transactions	Upto Dec-2025 (INR in Lakhs)



	the quarter in which the approval is sought.	1.	Purchase of Raw Material	613.39
		2.	Income from Sales of Goods & Services	13038.21
		3.	Trade Advance Given	3894.51
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None		

(A4) Amount of the proposed transactions. (All types of transactions taken together)

1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 30,000 Lacs for the Financial Year 2026-2027.								
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes								
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	98.38%								
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	<i>Not Applicable</i>								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	288.46%								
6.	Financial performance of the related party for the immediately preceding financial year:	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Particulars</th> <th style="text-align: center;">FY 2024-2025 (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">Turnover</td> <td style="text-align: center;">10,399.88</td> </tr> <tr> <td style="text-align: center;">Profit After Tax</td> <td style="text-align: center;">681.32</td> </tr> <tr> <td style="text-align: center;">Net worth</td> <td style="text-align: center;">19,448.72</td> </tr> </tbody> </table>	Particulars	FY 2024-2025 (INR in Lakhs)	Turnover	10,399.88	Profit After Tax	681.32	Net worth	19,448.72
Particulars	FY 2024-2025 (INR in Lakhs)									
Turnover	10,399.88									
Profit After Tax	681.32									
Net worth	19,448.72									

(A5) Basic details of the proposed transaction

1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Sl. No.</th> <th style="text-align: center;">Nature of transaction</th> <th style="text-align: center;">Amount (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>	Sl. No.	Nature of transaction	Amount (INR in Lakhs)			
Sl. No.	Nature of transaction	Amount (INR in Lakhs)						



		<table border="1"> <tbody> <tr> <td>1.</td> <td>Sale of Goods</td> <td>13,500</td> </tr> <tr> <td>2.</td> <td>Sale of services</td> <td>4,000</td> </tr> <tr> <td>3.</td> <td>Purchase of Goods:</td> <td>4,000</td> </tr> <tr> <td>4.</td> <td>Purchase of Services:</td> <td>2,000</td> </tr> <tr> <td>5.</td> <td>Trade Advances</td> <td>6,000</td> </tr> <tr> <td>6.</td> <td>Reimbursement/recovery of expenses</td> <td>50</td> </tr> <tr> <td>7.</td> <td>Leasing of Premises</td> <td>4,50</td> </tr> <tr> <td></td> <td>Total</td> <td>30,000</td> </tr> </tbody> </table>	1.	Sale of Goods	13,500	2.	Sale of services	4,000	3.	Purchase of Goods:	4,000	4.	Purchase of Services:	2,000	5.	Trade Advances	6,000	6.	Reimbursement/recovery of expenses	50	7.	Leasing of Premises	4,50		Total	30,000
1.	Sale of Goods	13,500																								
2.	Sale of services	4,000																								
3.	Purchase of Goods:	4,000																								
4.	Purchase of Services:	2,000																								
5.	Trade Advances	6,000																								
6.	Reimbursement/recovery of expenses	50																								
7.	Leasing of Premises	4,50																								
	Total	30,000																								
2.	Details of each type of the proposed transaction	<ul style="list-style-type: none"> • Sale of Electric Vehicles and its Spare parts • Sale of Replacement and warranty services, • Sale of Other Business Support Services & Business Referral Commission Services • Rent Expenses • Purchase of Electric Vehicles and its Spare parts • Purchase of Other business Support and related Services, Business Referral Commission Services • Purchase of Aircraft Services 																								
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	In accordance with Regulation 23 of the SEBI (LODR) Regulations, the Company hereby seeks the prior approval of the Members for Material Related Party Transactions for FY 2026-2027. The tenure of the underlying arrangements and contracts shall be effective from April 1, 2026, until March 31, 2027.																								
4.	Whether omnibus approval is being sought?	Yes																								
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Value of transactions for Financial Year 2026-27 is ₹ 30,000 Lakhs. Not applicable since these are recurring transactions and approval is being sought only for financial year 2026-2027.																								
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Board of Directors, based on the recommendation of the Audit Committee, evaluated that the proposed related party transactions are in the ordinary course of business and on an arm's length basis and play a vital role in the growth of the business operations of the listed entity. These transactions ensure timely availability and efficient utilization of funds and are																								



		expected to generate growth and financial benefits at the group level, thereby being in the interest of the listed entity.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Yatin Sanjay Gupte, Chairman and Managing Director of the WIML is a Director of the WSIPL Mr. Sanjay Mahadev Gupte, Whole time Director of the WIML is a Director of the WSIPL
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Yatin Sanjay Gupte, Chairman and Managing Director: 2,92,11,314 Equity Share of the WSIPL i.e 9.71% Mr. Sanjay Mahadev Gupte, Whole time Director: Nil
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	All relevant information forms a part of this disclosure setting out requisite facts.

PART B: Additional Information

B(1) – Disclosure: Transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances.

1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or other process was conducted for this purpose.
2.	Basis of determination of price.	The proposed transactions with the Related Party are undertaken in the ordinary course of business and are determined on an Arm's Length Basis, comparable to terms applicable to unrelated third parties in the related Industry. The pricing is based on prevailing market rates, industry benchmarks, and commercially negotiated terms, ensuring fairness and compliance with applicable regulatory provisions.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	6000 Lakhs
	b. Tenure	As mutually agreed between both the parties.
	c. Whether same is self-liquidating?	Yes



The said transaction, being a material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 2.

Except as mentioned above, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 2 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 2 of the accompanying Notice to the Members for approval.

FOR ITEMS NO 03: APPROVAL AND DETAILS OF MATERIAL RELATED PARTY TRANSACTION(S) WITH AEVAS BUSINESS SOLUTIONS PRIVATE LIMITED FOR FINANCIAL YEAR 2026-2027

AEVAS BUSINESS SOLUTIONS PRIVATE LIMITED ("ABSPL") qualifies as a related party of the Company in accordance with Section 2(76) of the Companies Act, 2013 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The transactions undertaken with ABSPL has been carried out in compliance with the applicable provisions of the Act, the Company's Policy on Related Party Transactions, and Regulation 23 of the SEBI Listing Regulations.

At its meeting held on Saturday, 21st March 2026, the Audit Committee and the Board of Directors reviewed the proposed related party transactions, with the management providing complete details including material terms and the basis of pricing. The Audit Committee examined these details, along with the certificate submitted by the CEO & Managing Director and the Chief Financial Officer in accordance with the RPT Industry Standards. After due consideration, the Independent Directors on the Audit Committee confirmed that the transactions are in the ordinary course of business and on an arm's length basis, and the Committee and the Board accordingly approved the transactions, subject to the approval of the Members.

The members may further note that the RPT Industry Standards, effective from September 01, 2025, along with disclosures required under SEBI Circular and the provisions of the Act are enclosed as "Annexure-3" to this Notice.

Annexure:3

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

Sr. No	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions is provided in Annexure C to this Postal Ballot Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the details of transactions in Annexure C of this notice
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest



	Standards.	of the Company.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on Saturday, 21 st March 2026 reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI LODR read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and granted approval for the material RPTs to be entered into, as mentioned in item no. 3 and recommended the same to the Board. The Board of Directors, at its meeting held on Saturday, 21 st March 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making	Not Applicable All relevant or material the information required for informed decision making by the public members is disclosed herein under "Annexure-C"
7	Any other information that may be relevant	No other information, other than that disclosed above and in the accompanying Annexures, is considered relevant for the Members' consideration

Annexure C

Pursuant to SEBI Circular dated June 26, 2025 the Minimum Information relating to the proposed Related Party Transaction(s) provided to the Audit Committee is provided herewith

A(1).Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Aevas Business Solutions Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Trading in E-Vehicles and related spare parts & Services ,Trading in electronic goods

A(2). Relationship and ownership of the related party

1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	ABSPL is a Promoter Group of the Wardwizard Innovations & Mobility Limited
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	<ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 	None
	<ul style="list-style-type: none"> Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary) 	None
	<ul style="list-style-type: none"> Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary) 	Aevas Business Solutions Private Limited directly holds 7.11% of the total share capital of the Company.

(A3) Details of previous transactions with the related party

1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	There were no transactions undertaken during the last financial year with the related party.						
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>Upto Dec-2025 (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Income from Sales of Goods & Services</td> <td>385.52</td> </tr> </tbody> </table>	S. No.	Nature of Transactions	Upto Dec-2025 (INR in Lakhs)	1.	Income from Sales of Goods & Services	385.52
S. No.	Nature of Transactions	Upto Dec-2025 (INR in Lakhs)						
1.	Income from Sales of Goods & Services	385.52						
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None						

(A4) Amount of the proposed transactions. (All types of transactions taken together)

1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 5,000 Lacs for the Financial Year 2026-2027.
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	16.40%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the	Not Applicable



	transaction)									
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	1470.93%								
6.	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-2025 (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>339.92</td> </tr> <tr> <td>Profit After Tax</td> <td>(3013.74)</td> </tr> <tr> <td>Net worth</td> <td>2736.30</td> </tr> </tbody> </table>	Particulars	FY 2024-2025 (INR in Lakhs)	Turnover	339.92	Profit After Tax	(3013.74)	Net worth	2736.30
Particulars	FY 2024-2025 (INR in Lakhs)									
Turnover	339.92									
Profit After Tax	(3013.74)									
Net worth	2736.30									

(A5) Basic details of the proposed transaction

1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<table border="1"> <thead> <tr> <th>Sl. No.</th> <th>Nature of transaction</th> <th>Amount (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of Goods</td> <td>3500</td> </tr> <tr> <td>2.</td> <td>Sale of services</td> <td>1000</td> </tr> <tr> <td>3.</td> <td>Trade Advances</td> <td>500</td> </tr> </tbody> </table>	Sl. No.	Nature of transaction	Amount (INR in Lakhs)	1.	Sale of Goods	3500	2.	Sale of services	1000	3.	Trade Advances	500
Sl. No.	Nature of transaction	Amount (INR in Lakhs)												
1.	Sale of Goods	3500												
2.	Sale of services	1000												
3.	Trade Advances	500												
2.	Details of each type of the proposed transaction	<ul style="list-style-type: none"> • Sale of Electric Vehicles and its Spare parts • Sale of Replacement and warranty services, • Sale of Other Business Support Services & Business Referral Commission Services 												
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	<p>In accordance with Regulation 23 of the SEBI (LODR) Regulations, the Company hereby seeks the prior approval of the Members for Material Related Party Transactions for Financial Year 2026-2027.</p> <p>The tenure of the underlying arrangements and contracts shall be effective from April 1, 2026, until March 31, 2027.</p>												
4.	Whether omnibus approval is being sought?	Yes												



5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Value of transactions for Financial Year 2026-2027 is ₹ 5,000 Lakhs Not applicable since these are recurring transactions and approval is being sought only for financial year 2026-2027.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Board of Directors, based on the recommendation of the Audit Committee, evaluated that the proposed related party transactions are in the ordinary course of business and on an arm's length basis and play a vital role in the growth of the business operations of the listed entity. Aevas Business Solutions Private Limited operates as a super stockist for the listed company and primarily caters to the Southern region of India. Through its focused distribution network and tailored approach to regional market requirements, it facilitates effective market penetration and supports the expansion of the listed entity's business in the Southern region.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Aevas Business Solutions Private Limited, Promoter Group Company of the WIML directly holds 7.11% of the total share capital of the WIML. Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship/shareholding in the Company and ABSPL.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	All relevant information forms a part of this disclosure setting out requisite facts.

PART B: Additional Information

B(1) – Disclosure: Transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances.

1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or other process was conducted for this purpose.
2.	Basis of determination of price.	The proposed transactions with the Related Party are undertaken in the ordinary course of business and are determined on an Arm's Length Basis, comparable to terms applicable to unrelated third parties in the related Industry. The pricing is based on prevailing market rates, industry benchmarks, and commercially negotiated terms, ensuring fairness and compliance with applicable regulatory provisions.



3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	500 Lakhs
	b. Tenure	As mutually agreed between both the parties.
	c. Whether same is self-liquidating?	Yes

The said transaction, being a material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 3.

Except as mentioned above, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 3 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 3 of the accompanying Notice to the Members for approval.

ITEMS NO 4: APPROVAL AND DETAILS OF MATERIAL RELATED PARTY TRANSACTION(S) WITH MANGALAM INDUSTRIAL FINANCE LIMITED 2026-2027

MANGALAM INDUSTRIAL FINANCE LIMITED ("MIFL") qualifies as a related party of the Company in accordance with Section 2(76) of the Companies Act, 2013 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The transactions undertaken with MIFL has been carried out in compliance with the applicable provisions of the Act, the Company's Policy on Related Party Transactions, and Regulation 23 of the SEBI Listing Regulations.

At its meeting held on Saturday, 21st March 2026, the Audit Committee and the Board of Directors reviewed the proposed related party transactions, with the management providing complete details including material terms and the basis of pricing. The Audit Committee examined these details, along with the certificate submitted by the CEO & Managing Director and the Chief Financial Officer in accordance with the RPT Industry Standards. After due consideration, the Independent Directors on the Audit Committee confirmed that the transactions are in the ordinary course of business and on an arm's length basis, and the Committee and the Board accordingly approved the transactions, subject to the approval of the Members.

The members may further note that the RPT Industry Standards, effective from September 01, 2025, along with disclosures required under SEBI Circular and the provisions of the Act are enclosed as "Annexure-4" to this Notice.

Annexure:4

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

Sr. No	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in	Information as placed before the Audit Committee in accordance with Industry



	the RPT Industry Standards, to the extent applicable	Standards on Related Party Transactions is provided in Annexure D to this Postal Ballot Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the details of transactions in Annexure D of this notice
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on Saturday, 21 st March 2026 reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI LODR read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and granted approval for the material RPTs to be entered into, as mentioned in item no. 4 and recommended the same to the Board. The Board of Directors, at its meeting held on Saturday, 21 st March 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making	Not Applicable All relevant or material the information required for informed decision making by the public members is disclosed herein under "Annexure-D"
7	Any other information that may be relevant	No other information, other than that disclosed above and in the accompanying Annexures, is considered relevant for the Members' consideration

Annexure D

Pursuant to SEBI Circular dated June 26, 2025 the Minimum Information relating to the proposed Related Party Transaction(s) provided to the Audit Committee is provided herewith



Part A: Minimum Information of the Proposed RPT

A(1).Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Mangalam Industrial Finance Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Non-Banking Financial Company (NBFC)

A(2). Relationship and ownership of the related party

1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Mangalam Industrial Finance Limited is promoted by Mr. Venkata Ramana Revuru and Mr. Yatin Sanjay Gupte. Mr. Venkata Ramana Revuru and Mr. Yatin Sanjay Gupte are Business Partners.
	<ul style="list-style-type: none"> Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 	None
	<ul style="list-style-type: none"> Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary) 	None
	<ul style="list-style-type: none"> Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary) <p>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control².</p> <p>While calculating indirect shareholding, shareholding held by relatives ³shall also be considered.</p>	None

(A3) Details of previous transactions with the related party

1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	There were no transactions undertaken during the last financial year with the related party.
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	



		S. No.	Nature of Transactions	Upto Dec-2025 (INR in Lakhs)
		1.	Income from Sales of Services	230.00
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None		

(A4) Amount of the proposed transactions. (All types of transactions taken together)

1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 3500 Lacs for the Financial Year 2026-2027.										
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes										
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	11.48%										
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable										
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	983.26%										
6.	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-2025 (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>355.96</td> </tr> <tr> <td>Profit After Tax</td> <td>(123.19)</td> </tr> <tr> <td>Net worth</td> <td>2941.93</td> </tr> </tbody> </table>			Particulars	FY 2024-2025 (INR in Lakhs)	Turnover	355.96	Profit After Tax	(123.19)	Net worth	2941.93
Particulars	FY 2024-2025 (INR in Lakhs)											
Turnover	355.96											
Profit After Tax	(123.19)											
Net worth	2941.93											

(A5) Basic details of the proposed transaction



1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<table border="1"> <thead> <tr> <th data-bbox="911 212 995 310">Sl. No.</th> <th data-bbox="995 212 1227 310">Nature of transaction</th> <th data-bbox="1227 212 1385 310">Amount (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td data-bbox="911 310 995 380">1.</td> <td data-bbox="995 310 1227 380">Sale of Services</td> <td data-bbox="1227 310 1385 380">2500</td> </tr> <tr> <td data-bbox="911 380 995 449">1.</td> <td data-bbox="995 380 1227 449">Availing Borrowings</td> <td data-bbox="1227 380 1385 449">1000</td> </tr> </tbody> </table>	Sl. No.	Nature of transaction	Amount (INR in Lakhs)	1.	Sale of Services	2500	1.	Availing Borrowings	1000
Sl. No.	Nature of transaction	Amount (INR in Lakhs)									
1.	Sale of Services	2500									
1.	Availing Borrowings	1000									
2.	Details of each type of the proposed transaction	<ul style="list-style-type: none"> • Sale of Services such as Business referral services, Business Support Services & professional services. • Availing of Borrowing facilities for Business Purpose. 									
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	In accordance with Regulation 23 of the SEBI (LODR) Regulations, the Company hereby seeks the prior approval of the Members for Material Related Party Transactions for Financial Year 2026-27. The tenure of the underlying arrangements and contracts shall be effective from April 1, 2026, until March 31, 2027.									
4.	Whether omnibus approval is being sought?	Yes									
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Value of transactions for financial year 2026-2027 is ₹ 3,500 Lakhs Not applicable since these are recurring transactions and approval is being sought only for financial year 2026-2027.									
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Board of Directors, based on the recommendation of the Audit Committee, evaluated 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.									
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.</p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>Not Applicable</p> <p>Mr. Yatin Sanjay Gupte, Chairman and Managing Director of the WIML is a Director of the MIFL.</p> <p>Mr. Yatin Sanjay Gupte, Chairman and Managing Director of the WIML: 8,52,72,898 Equity Share of the MIFL i.e 5.98%</p>									
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit	Not Applicable									



	Committee.	
9.	Other information relevant for decision making.	All relevant information forms a part of this disclosure setting out requisite facts.

PART B: Additional Information

B(1) – Disclosure-Transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or other process was conducted for this purpose.
2.	Basis of determination of price.	The proposed transactions with the Related Party are undertaken in the ordinary course of business and are determined on an Arm's Length Basis, comparable to terms applicable to unrelated third parties in the related Industry. The pricing is based on prevailing market rates, industry benchmarks, and commercially negotiated terms, ensuring fairness and compliance with applicable regulatory provisions.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	NA
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA

B(5): Disclosure-Transactions relating to borrowings by the listed entity or its subsidiary

1.	Material covenants of the proposed transaction	The borrowing shall be undertaken from a related party. The loan shall be unsecured in nature and shall not carry any restrictive financial covenants. The listed entity shall be obligated to service interest decided mutually and repay the principal amount in accordance with the agreed tenure. The lender shall not have any rights to participate in management or impose operational restrictions on the listed entity.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	12%-14%
3.	Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i>	The cost of borrowing shall be 12-14% per annum. The interest rate may be revised from time to time as mutually agreed upon by both parties and accordingly borrowing cost will be revised. Since the borrowing is unsecured and from a related party, no security creation cost is involved. Any incidental



		documentation or administrative expenses, if applicable, shall be borne by the borrower.
4.	Maturity / due date	The maturity period shall be determined mutually agreed upon by both the parties.
5.	Repayment schedule & terms	The repayment terms shall be mutually agreed upon by both the parties and shall be structured in the best interest of the listed entity.
6.	Whether secured or unsecured	The borrowing is Unsecured in nature.
7.	If secured, the nature of security & security coverage ratio	Not Applicable, since the borrowing is unsecured.
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds shall be utilized by the listed entity for expansion of manufacturing facilities, capital expenditure, working capital requirements, and general corporate purposes.

Part C: Additional Information

C(4):-Disclosure-Transactions relating to borrowings by the listed entity or its subsidiary

1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
	<i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.</i>	
	a. Before transaction	1.85
	b. After transaction	To be determined after execution of the transaction.
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	
	<i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.</i>	
	a. Before transaction	1.39
	b. After transaction	To be determined after execution of the transaction.

The said transaction, being a material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 4.



Except as mentioned above, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 4 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 4 of the accompanying Notice to the Members for approval.

ITEMS NO 05: APPROVAL AND DETAILS OF MATERIAL RELATED PARTY TRANSACTION(S) WITH MR. YATIN SANJAY GUPTA FOR FINANCIAL YEAR 2026-2027

Mr. Yatin Sanjay Gupta qualifies as a related party of the Company in accordance with Section 2(76) of the Companies Act, 2013 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The transactions undertaken with Yatin Sanjay Gupta has been carried out in compliance with the applicable provisions of the Act, the Company's Policy on Related Party Transactions, and Regulation 23 of the SEBI Listing Regulations.

At its meeting held on Saturday, 21st March 2026, the Audit Committee and the Board of Directors reviewed the proposed related party transactions, with the management providing complete details including material terms and the basis of pricing. The Audit Committee examined these details, along with the certificate submitted by the CEO & Managing Director and the Chief Financial Officer in accordance with the RPT Industry Standards. After due consideration, the Independent Directors on the Audit Committee confirmed that the transactions are in the ordinary course of business and on an arm's length basis, and the Committee and the Board accordingly approved the transactions, subject to the approval of the Members.

The members may further note that the RPT Industry Standards, effective from September 01, 2025, along with disclosures required under SEBI Circular and the provisions of the Act are enclosed as "Annexure-5" to this Notice.

Annexure:5

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

Sr. No	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions is provided in Annexure E to this Postal Ballot Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the details of transactions in Annexure E of this notice
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on Saturday, 21 st March 2026 reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI LODR read with the Industry Standards on "Minimum information to be provided to the Audit Committee and



		Shareholders for approval of Related Party Transactions" and granted approval for the material RPTs to be entered into, as mentioned in item no. 5 and recommended the same to the Board. The Board of Directors, at its meeting held on Saturday, 21 st March 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making	Not Applicable All relevant or material the information required for informed decision making by the public members is disclosed herein under "Annexure-E"
7	Any other information that may be relevant	No other information, other than that disclosed above and in the accompanying Annexures, is considered relevant for the Members' consideration.

Annexure E

Pursuant to SEBI Circular dated June 26, 2025 the Minimum Information relating to the proposed Related Party Transaction(s) provided to the Audit Committee is provided herewith

Part A: Minimum Information of the Proposed RPT

A(1).Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Mr. Yatin Sanjay Gupte
2.	Country of incorporation of the related party	Not Applicable
3.	Nature of business of the related party	The Individual is engaged in providing consultancy services, including business consultancy, strategic advisory, management advisory, commission-based services, director services, and such other related advisory, managerial, and support services as may be undertaken from time to time in the ordinary course of business. Also providing Usage of Trademark.

A(2). Relationship and ownership of the related party

1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Mr. Yatin Sanjay Gupte: Promoter, Chairman and Managing Director of the WIML
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	<ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 	None
	<ul style="list-style-type: none"> Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary) 	None
	<ul style="list-style-type: none"> Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary) 	Mr. Yatin Sanjay Gupte directly holds 9.71% of the total share capital of the Company.

(A3) Details of previous transactions with the related party

1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>FY 2024-25 (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Director Remuneration</td> <td>96.01</td> </tr> <tr> <td>2.</td> <td>Purchase of trademark</td> <td>60.00</td> </tr> <tr> <td>3.</td> <td>Loan Given by Yatin Gupte</td> <td>830.41</td> </tr> </tbody> </table>	S. No.	Nature of Transactions	FY 2024-25 (INR in Lakhs)	1.	Director Remuneration	96.01	2.	Purchase of trademark	60.00	3.	Loan Given by Yatin Gupte	830.41
S. No.	Nature of Transactions	FY 2024-25 (INR in Lakhs)												
1.	Director Remuneration	96.01												
2.	Purchase of trademark	60.00												
3.	Loan Given by Yatin Gupte	830.41												
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>Upto Dec-2025 (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Director Remuneration</td> <td>72.00</td> </tr> <tr> <td>2.</td> <td>Purchase of trademark</td> <td>45.00</td> </tr> <tr> <td>3.</td> <td>Loan Given by Yatin Gupte</td> <td>2208.62</td> </tr> </tbody> </table>	S. No.	Nature of Transactions	Upto Dec-2025 (INR in Lakhs)	1.	Director Remuneration	72.00	2.	Purchase of trademark	45.00	3.	Loan Given by Yatin Gupte	2208.62
S. No.	Nature of Transactions	Upto Dec-2025 (INR in Lakhs)												
1.	Director Remuneration	72.00												
2.	Purchase of trademark	45.00												
3.	Loan Given by Yatin Gupte	2208.62												
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None												

(A4) Amount of the proposed transactions. (All types of transactions taken together)

1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 4,000 Lacs for the Financial Year 2026-2027.
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2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes								
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	13.12%								
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	87.64%								
6.	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-2025 (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>287.00</td> </tr> <tr> <td>Profit After Tax</td> <td>300.63</td> </tr> <tr> <td>Net worth</td> <td>4563.96</td> </tr> </tbody> </table>	Particulars	FY 2024-2025 (INR in Lakhs)	Turnover	287.00	Profit After Tax	300.63	Net worth	4563.96
Particulars	FY 2024-2025 (INR in Lakhs)									
Turnover	287.00									
Profit After Tax	300.63									
Net worth	4563.96									

(A5) Basic details of the proposed transaction

1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<table border="1"> <thead> <tr> <th>Sl. No.</th> <th>Nature of transaction</th> <th>Amount (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Purchase of Services</td> <td>300</td> </tr> <tr> <td>2.</td> <td>Purchase of Trademark</td> <td>60</td> </tr> <tr> <td>3.</td> <td>Availing Borrowings</td> <td>3500</td> </tr> <tr> <td>4.</td> <td>Remuneration</td> <td>140</td> </tr> </tbody> </table>	Sl. No.	Nature of transaction	Amount (INR in Lakhs)	1.	Purchase of Services	300	2.	Purchase of Trademark	60	3.	Availing Borrowings	3500	4.	Remuneration	140
Sl. No.	Nature of transaction	Amount (INR in Lakhs)															
1.	Purchase of Services	300															
2.	Purchase of Trademark	60															
3.	Availing Borrowings	3500															
4.	Remuneration	140															
2.	Details of each type of the proposed transaction	<ul style="list-style-type: none"> • Purchase of Consultancy services, including business consultancy, strategic advisory, management advisory, commission-based services, director services etc. • Purchase of Trademark for Business Purpose. 															



		<ul style="list-style-type: none"> Availing of Borrowing facilities for Business Purpose.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	In accordance with Regulation 23 of the SEBI (LODR) Regulations, the Company hereby seeks the prior approval of the Members for Material Related Party Transactions for Financial Year 2026-2027. The tenure of the underlying arrangements and contracts shall be effective from April 1, 2026, until March 31, 2027.
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Value of transactions for Financial Year 2026-2027 is ₹ 4,000 Lakhs. Not applicable since these are recurring transactions and approval is being sought only for financial year 2026-2027.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>The Board of Directors, based on the recommendation of the Audit Committee, evaluated that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity.</p> <p>The proposed transaction pertains to borrowing from a related party to meet the Company's financial requirements, including working capital and business operations.</p> <p>The borrowing is undertaken on arm's length basis and ensures timely availability of funds, which is in the interest of the Company.</p>
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>Mr. Yatin Sanjay Gupte, Chairman and Managing Director of the WIML.</p> <p>Mr. Sanjay Mahadev Gupte, Whole time Director of the WIML.</p> <p>Mr. Yatin Sanjay Gupte, Chairman and Managing Director: 2,92,11,314 Equity Share of the WIML i.e 9.71%</p> <p>Mr. Sanjay Mahadev Gupte, Whole time Director: Nil</p>
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	All relevant information forms a part of this disclosure setting out requisite facts.

PART B: Additional Information

B(1) – Disclosure-Transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances



1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or other process was conducted for this purpose.
2.	Basis of determination of price.	The proposed transactions with the Related Party are undertaken in the ordinary course of business and are determined on an Arm's Length Basis, comparable to terms applicable to unrelated third parties in the related Industry. The pricing is based on prevailing market rates, industry benchmarks, and commercially negotiated terms, ensuring fairness and compliance with applicable regulatory provisions.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	NA
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA

B(5): Disclosure-Transactions relating to borrowings by the listed entity or its subsidiary

1.	Material covenants of the proposed transaction	The borrowing shall be undertaken from a related party. The loan shall be unsecured in nature and shall not carry any restrictive financial covenants. The listed entity shall be obligated to service interest decided mutually and repay the principal amount in accordance with the agreed tenure.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	The Interest rate shall be determined mutually agreed upon by both the parties.
3.	Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i>	The cost of borrowing shall be determined mutually agreed upon by both the parties.
4.	Maturity / due date	The maturity period shall be determined mutually agreed upon by both the parties.
5.	Repayment schedule & terms	The repayment terms shall be mutually agreed upon by both the parties and shall be structured in the best interest of the listed entity.
6.	Whether secured or unsecured	The borrowing is Unsecured in nature.
7.	If secured, the nature of security & security coverage ratio	Not Applicable, since the borrowing is unsecured.
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds shall be utilized by the listed entity for expansion of manufacturing facilities and working capital requirements.

B(7): Disclosure-Transactions relating to payment of royalty

1.	Purpose for which royalty is proposed to be paid to the related party in the current financial year.	For use of brand name / trademark
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1.	Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years FY 2022-2023 FY 2023-2024 FY 2024-2025	55 Lakhs 60 Lakhs 60 Lakhs																	
2.	Purpose for which royalty was paid to the related party during the last three financial years. <i>Explanation: For companies with a composite license agreement that includes a bundle of intellectual property rights (IPRs) such as brands, patents, technology and know-how, state the key components of such agreements and the reasons royalty attributable to those key components could not be furnished separately.</i>	For use of brand name / trademark																	
	a. For use of brand name / trademark b. For transfer of technology know-how c. For professional fee, corporate management fee or any fee d. Any other use (specify)	100% of aggregate amount of royalty for the last 3 FYs NA NA NA																	
3.	Royalty paid in last 3 FYs as % of Net Profits of previous FYs FY 2022-2023 FY 2023-2024 FY 2024-2025	5.82% 4.24% 8.84%																	
4.	Percentage or Rate at which royalty has increased in the past 3 years, if any, vis-à-vis rate at which the turnover and profits after tax have increased during the same period.	NA																	
5.	Peer Comparison: Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any relevant Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period:	NA																	
	<table border="1"> <thead> <tr> <th></th> <th>Listed Entity/ Subsidiary</th> <th>Peer1</th> <th>Peer2</th> </tr> </thead> <tbody> <tr> <td>Royalty payment over last 3 years</td> <td>Aggregate amount</td> <td>Aggregate amount</td> <td>Aggregate amount</td> </tr> <tr> <td>Royalty paid as a % of net profits over the last 3 years</td> <td>%</td> <td>%</td> <td>%</td> </tr> <tr> <td>Annual growth rate of turnover over last 3 years</td> <td>%</td> <td>%</td> <td>%</td> </tr> </tbody> </table>				Listed Entity/ Subsidiary	Peer1	Peer2	Royalty payment over last 3 years	Aggregate amount	Aggregate amount	Aggregate amount	Royalty paid as a % of net profits over the last 3 years	%	%	%	Annual growth rate of turnover over last 3 years	%	%	%
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Annual growth rate of turnover over last 3 years	%	%	%																



The said transaction, being a material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 5.

Except as mentioned above, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 5 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 5 of the accompanying Notice to the Members for approval.

ITEM NO: 6 TO INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENTS TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION.

The present Authorized Share Capital of the Company is ₹ 31,00,00,000/- (Rupees Thirty-One Crore Only) divided into 31,00,00,000/- (Thirty-One Crore) equity shares of Re. 1/- (Rupees One Only) each.

The Board of Directors at its meeting held on Saturday, 21st March, 2026 unanimously decided that the Authorized share capital of the company be increased to ₹ 41,00,00,000/- (Rupees Forty One Crore Only) divided into 41,00,00,000 (Forty One Crore) equity shares of Re. 1/- (Rupees One Only) each by creation of additional 10,00,00,000 (Ten Crore only) equity shares of Re. 1/- (Rupees One Only) each, ranking pari-passu with existing shares, to facilitate the option of conversion of Debts or unsecured or secured loans into equity share capital of the Company or any fund raising in future by way of rights issue/QIP/Preferential Allotment/ Private Placement/ Public Issue etc. of equity shares of the company.

The Company, during the Financial Year 2025-2026, availed un-secured or secured financial assistance from the Promoter/Promoters Group (the "Lenders") ranging between ₹30 Crores to ₹40 Crores to meet strategic business requirements. At the time of availing these funds, the Board of Directors at its meeting dated March 28, 2025, and the Shareholders via a Special Resolution, by way of Postal ballot, passed on April 29, 2025, under Section 62(3) of the Act) had approved a Conversion Option, allowing these loans to be converted into Equity Shares.

The Lender(s) has now formally expressed his/their intent to exercise this option and convert the outstanding loans or debts amount into Equity Shares. This conversion is highly beneficial for the Company as it:

- Eliminates the repayment obligation and interest burden of the debt.
- Strengthens the Balance Sheet by increasing the Net Worth and improving the Debt-to-Equity ratio.

Currently, the Authorized Share Capital of the Company stands at ₹31,00,00,000/- (Rupees Thirty-One Crore only). Given the current utilization of capital and the volume of shares to be issued upon conversion of the aforementioned loans or debts, the existing authorized limit is insufficient. To facilitate this allotment and provide for future capital requirements, the Board proposes to increase the Authorized Share Capital to ₹10,00,00,000/- (Ten Crore only) and consequently amend Clause V (the Capital Clause) of the Memorandum of Association.

Further, this increase in authorised capital would require corresponding amendments to the existing Clause V of the Memorandum of Association of the Company such that the authorised share capital is increased to ₹ 41,00,00,000/- (Rupees Forty-One Crore Only) divided into 41,00,00,000 (Forty-One Crore) equity shares of Re. 1/- (Rupees One Only) each.



Accordingly, the Resolution at Item No. 6 seeks approval from the Shareholders for the proposed increase of Authorized share Capital of the Company and the consequent amendments to the existing Clause V of the Memorandum of Association of the company.

A copy of the existing Memorandum of Association of the company along with the proposed amendments will be made available for inspection by shareholders in electronic mode, Shareholders are requested to write to compliance@wardwizard.in for inspection, which shall be made available electronically for inspection to the shareholders.

Members may note that in terms of the Regulation 23 of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 6.

Save and except as mentioned above, none of the Directors, Key Managerial Personnel (KMP) of the Company, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the accompanying Notice, except to the extent of their shareholding and/or the shareholding of their associates as part of the Promoter and Promoter Group in the Company.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 6 of the Notice.

**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,
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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: 21st March 2026