

REF: WIML/BSE/POSTAL BALLOT/NOVEMBER/2023

Date: 09<sup>th</sup> November, 2023

To,  
Corporate Relations Department  
BSE Limited

Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400 001

**Scrip Code: 538970**

**Script ID: WARDINMOBI**

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

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

Dear Sir/Madam,

With reference to our Board Meeting Outcome dated **07<sup>th</sup> November, 2023** and in pursuant to the approval of Board based on the recommendation of Nomination and Remuneration Committee on **07<sup>th</sup> November, 2023** following are the calendar of events for Postal Ballot for seeking member's approvals on Special Business pertaining to:

- i) Regularization of Appointment of Mr. Kamal Ashwinbhai Lalani (DIN: 09141815) as Non-Executive Independent Director of the Company - **Special Resolution**
- ii) To Approve the revision in remuneration of Mr. Yatin Sanjay Gupte (DIN: 07261150), Chairman and Managing Director of the Company - **Special Resolution**

Sr. No	Particulars of Events	Day / Date / Time
1	Cut-off date for ascertaining the list of shareholders to whom the Notice of Postal ballot will be sent / dispatched and also for reckoning voting rights	Friday, 03rd November, 2023
2	Date of completion of dispatch of Notice of Postal Ballot	Thursday, 09th November, 2023
3	Date of publication of advertisement in newspaper	Friday, 10th November, 2023
4	Date of commencement of e-voting	Monday, 13th November, 2023 (9.00 AM IST)
5	Last date for e-voting	Tuesday, 12th December, 2023 (5.00 PM IST)
6	Date on which resolution will be deemed to be passed on approval by requisite majority	Tuesday, 12th December, 2023
7	Submission of Report by Scrutinizer	On or before, Thursday, 14th December, 2023
8	Date of declaration of result of voting and intimation of result to the Stock Exchange by Company	On or before, Thursday, 14th December, 2023

CIN: L35100MH1982PLC264042

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

**Corporate Office:** Survey 26/2, Opp, Pooja farm, Sayajipura, Ajwa Road, Vadodara, Gujarat-390019, India

**Email ID:** compliance@wardwizard.in | **Website:** www.wardwizard.in | **Compliance No:** +91 9727755083 | 6358849385 | **HQ Number:** 02668352000

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs from time to time, the Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company i.e. Purva Sharegistry (India) Private Limited, and the Depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited as on the cut-off date i.e **Friday, 03<sup>rd</sup> November, 2023**.

Copy of Postal Ballot Notice is enclosed herewith and same is also available on the Company's website [www.wardwizard.in](http://www.wardwizard.in).

You are requested to take the above information on record and disseminate the same for the information of the stakeholders.

**Thanking you,  
For Wardwizard Innovations & Mobility Limited**

**Jaya Ashok Bhardwaj  
Company Secretary and Compliance Officer**



**WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

**CIN: L35100MH1982PLC264042**

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

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

**Tel:** +91 9727755083/6358849385, **Website:** [www.wardwizard.in](http://www.wardwizard.in)

**Email ID:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

**POSTAL BALLOT NOTICE**

**[Pursuant to Sections 108 and 110 of The Companies Act, 2013 read with the Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014, as amended and applicable Circulars issued by Ministry of Corporate Affairs from time to time]**

Dear Member,

Notice is hereby given that the resolutions set out below are proposed to be passed by the Members of **Wardwizard Innovations & Mobility Limited** (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its Members to cast their votes electronically, pursuant to Sections 108 and 110 of the Companies Act, 2013 (“the Act”), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and other applicable provisions of the Act and the Rules, Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 11/2022 dated December 28, 2022, and the latest one being General Circular no. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

In compliance with the aforesaid circulars issued by MCA, had advised the companies to take all decisions requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The proposed resolutions and the Explanatory Statement stating the facts as required in terms of Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice are annexed hereto. .

In compliance with Sections 108 and 110 of the Act, read with (i) Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014 as amended (ii) Regulation 44 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (iii) In accordance with MCA Circulars and (iv) Secretarial Standard on General Meetings (“SS-2”), the Company has provided Remote e-Voting



**WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

**CIN: L35100MH1982PLC264042**

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

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

**Tel:** +91 9727755083/6358849385, **Website:** [www.wardwizard.in](http://www.wardwizard.in)

**Email ID:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

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 availed the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to the Members of the Company. The instructions for Remote e-Voting forms part of this Postal Ballot Notice

The Board of Directors of the Company at its meeting held on **Tuesday, 07<sup>th</sup> November, 2023** has appointed Mrs. Pooja Amit Gala, Practicing Company Secretary, having Membership No. ACS 69393 and CoP No. 25845 to act as a Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and she has communicated her willingness to be appointed 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.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process not later than 5:00 p.m. (IST) on **Tuesday, December 12, 2023**. Remote e-Voting will be blocked immediately thereafter and will not be allowed beyond the said date and time.

The Results of Postal Ballot will be announced within two (2) working days from the close of voting period and also be hosted on website of the Company ([www.wardwizard.in](http://www.wardwizard.in)) and on the website of NSDL ([evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)). The Results will also be communicated to BSE Limited where the Equity Shares of the Company are listed.

In accordance with SS-2, the resolutions as contained in this Postal Ballot Notice shall be deemed to have been passed at a General Meeting of Members on the last date specified by the Company for E-Voting i.e., **Tuesday, December 12, 2023** if the same are approved by the members of the Company with requisite majority.

**SPECIAL BUSINESS:**

**ITEM NO. 1: REGULARIZATION OF APPOINTMENT OF MR. KAMAL ASHWINBHAI LALANI (DIN: 09141815) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to sections 149, 150, 152, 161 and other applicable provisions, if any, of The Act read with Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, [including any statutory modification(s) or re-enactment thereof for the time being in force] and Schedule IV to the Act and various Regulation 16, 17, 25 and other relevant regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulation"), as amended from time to time and the Articles of Association of the Company, **Mr. Kamal Ashwinbhai Lalani (DIN: 09141815)**, who was appointed as an Additional Non-Executive Independent Director on 23<sup>rd</sup> September, 2023, by the Board on recommendation of Nomination and Remuneration Committee, and who has submitted a declaration that he meets the criteria for

**WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

**CIN: L35100MH1982PLC264042**

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

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

**Tel:** +91 9727755083/6358849385, **Website:** [www.wardwizard.in](http://www.wardwizard.in)

**Email ID:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as the “**Non-Executive Independent Director**” of the Company to hold office for a first term of 5 (five) consecutive years commencing from **12<sup>th</sup> December, 2023 to 11<sup>th</sup> December, 2028 (both days inclusive)**, and that he shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** any Director and/or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company, inter-alia, filings of required forms / documents with the Ministry of Corporate Affairs and Stock Exchange and / or other authorities as may be required to give effect to this resolution.”

**ITEM NO. 2: TO APPROVE THE REVISION IN REMUNERATION OF MR. YATIN SANJAY GUPTÉ, CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of sections 196, 197, 198 and 203 read with Schedule V and all other provisions, if any, of the Companies Act, 2013 (“the Act”), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and Regulation 17(6)(e) and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of Audit Committee and Board of Directors, the Consent of the Members/Shareholders of the Company be and is accorded to the revision in remuneration of **Mr. Yatin Sanjay Gupte (DIN: 07261150)**, Chairman and Managing Director with effect from 15<sup>th</sup> December, 2023 as set out in the explanatory statement annexed to the Notice and also contained in the draft agreement, with the liberty of the Board of Directors (hereinafter referred to as “Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the said terms and conditions of remuneration as agreed by and between the Board of Directors and Mr. Yatin Sanjay Gupte.”

“**RESOLVED FURTHER THAT** except the above, all other terms and conditions of appointment of Mr. Yatin Sanjay Gupte (DIN: 07261150) as contained in the Special resolution passed by the Members of the Company at the Annual General Meeting held on 30<sup>th</sup> August, 2022 and Extra Ordinary General Meeting held on 18<sup>th</sup> January, 2020 shall remain unchanged.”

“**RESOLVED FURTHER THAT** where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company may pay to the Managing Director, the remuneration as approved by the Members from time to time, and also stated in the explanatory statement as the minimum remuneration by way of salary, perquisites and other allowances, benefits and Performance Pay, subject to receipt of the requisite approvals, if any.”





**WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

**CIN: L35100MH1982PLC264042**

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

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

**Tel:** +91 9727755083/6358849385, **Website:** [www.wardwizard.in](http://www.wardwizard.in)

**Email ID:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

**“RESOLVED FURTHER THAT** pursuant to the prescribed provisions of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations, 2015’) and other applicable regulations, and subject to the maximum remuneration approved by the members, approval of the Members of the Company be and is hereby accorded for payment of remuneration to **Mr. Yatin Sanjay Gupte (DIN: 07261150)**, Chairman & Managing Director, Promoter of the Company as per the requirements of Regulation 17(6)(e) of the SEBI Listing Regulations, 2015.”

**“RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorized to sign and execute revise Agreement with all the necessary execution of the documents (if any) require in this regard and do all such acts, deeds and things and take all such steps as may be deemed necessary including seeking all other necessary approvals, proper or expedient to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**By Order of the Board of Directors**  
**For Wardwizard Innovations & Mobility Limited**  
**SD/-**  
**Jaya Ashok Bhardwaj**  
**Company Secretary and Compliance Officer**  
**Membership No; A 37912**

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

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

**CIN: L35100MH1982PLC264042**

**Email:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

**Place: Vadodara**

**Date: 07<sup>th</sup> November, 2023**



**WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

**CIN: L35100MH1982PLC264042**

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

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

**Tel:** +91 9727755083/6358849385, **Website:** [www.wardwizard.in](http://www.wardwizard.in)

**Email ID:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

**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, 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 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, 03<sup>rd</sup> November, 2023** (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, 03<sup>rd</sup> November, 2023**. The Members who have not registered their e-mail IDs are requested to follow the instructions given under Point No. 5.
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at [www.wardwizard.in](http://www.wardwizard.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Postal Ballot Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. 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, 03<sup>rd</sup> November, 2023**. 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.
5. 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, Purva Share Registry, at Unit No. 9, Ground Floor, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel East, Mumbai – 400011, Maharashtra, India or the scanned copies of the documents may alternatively be mailed to Purva Share Registry, Registrar of Company (RTA) on the email id of RTA i.e [support@purvashare.com](mailto:support@purvashare.com) with all the forms and proofs duly e-signed. Members holding shares in demat form who have not updated their email addresses with the depository/depository participant are requested to approach the concerned depository participant to update their email addresses. As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository.
6. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [compliance@wardwizard.in](mailto:compliance@wardwizard.in).

**WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

**CIN: L35100MH1982PLC264042**

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

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

**Tel:** +91 9727755083/6358849385, **Website:** [www.wardwizard.in](http://www.wardwizard.in)

**Email ID:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

7. The remote e-voting period will commence from **09:00 A.M. (IST) on Monday, 13<sup>th</sup> November, 2023** and will end at **5.00 P.M. (IST) on Tuesday, 12<sup>th</sup> December, 2023**. The remote e-voting module shall thereafter be disabled. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Resolution(s) passed by the Members through this Postal Ballot (through remote e-voting) shall be deemed to have been passed as if it has been passed at a General Meeting of the Members. The resolutions, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting, i.e **Tuesday, 12<sup>th</sup> December, 2023**.
8. On completion of the scrutiny of the Postal Ballot, the Scrutinizer will submit the report to the Company Secretary or Chief Financial Officer or Managing Director of the Company or any other authorized person within prescribed timelines. The results of the Postal Ballot will be declared within two (2) working days of the conclusion of the Postal Ballot and will be uploaded along with the Scrutinizer's Report at the Company's website i.e [www.wardwizard.in](http://www.wardwizard.in) after communication to the Stock Exchange viz. BSE Limited ([www.bseindia.com](http://www.bseindia.com)), where equity shares of the Company are listed, in accordance with the SEBI Listing Regulations. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
9. 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](mailto:compliance@wardwizard.in).
10. 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:



**WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

**CIN: L35100MH1982PLC264042**

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





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

**Tel:** +91 9727755083/6358849385, **Website:** [www.wardwizard.in](http://www.wardwizard.in)

**Email ID:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

**WARDWIZARD INNOVATIONS & MOBILITY LIMITED**  
**CIN: L35100MH1982PLC264042**  
**Registered Office:** Office No 4604, 46th Floor Kohinoor Square, Kelkar Marg, Shivaji Park,  
 Dadar(West) Nr. R.G. Gadkari Chock Mumbai Maharashtra- 400028, India.  
**Corporate Office:** Survey 26/2, Opposite Pooja Farm Sayajipura,  
 Ajwa Road, Vadodara, Gujarat -390019, India  
**Tel:** +91 9727755083/6358849385, **Website:** [www.wardwizard.in](http://www.wardwizard.in)  
**Email ID:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

	<div> <div>NSDL Mobile App is available on</div> <div>  App Store            Google Play         </div> <div>   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress</li> </ol>

**WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

**CIN: L35100MH1982PLC264042**

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

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

**Tel:** +91 9727755083/6358849385, **Website:** [www.wardwizard.in](http://www.wardwizard.in)

**Email ID:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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.

**WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

**CIN: L35100MH1982PLC264042**

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

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

**Tel:** +91 9727755083/6358849385, **Website:** [www.wardwizard.in](http://www.wardwizard.in)

**Email ID:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

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 user your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8



**WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

**CIN: L35100MH1982PLC264042**

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

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

**Tel:** +91 9727755083/6358849385, **Website:** [www.wardwizard.in](http://www.wardwizard.in)

**Email ID:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

- digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
    - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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.





**WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

**CIN: L35100MH1982PLC264042**

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

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

**Tel:** +91 9727755083/6358849385, **Website:** [www.wardwizard.in](http://www.wardwizard.in)

**Email ID:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

**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 [csppoojagala@gmail.com](mailto:csppoojagala@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

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



**WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

**CIN: L35100MH1982PLC264042**

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

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

**Tel:** +91 9727755083/6358849385, **Website:** [www.wardwizard.in](http://www.wardwizard.in)

**Email ID:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

**General Instructions**

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

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

- ii. The Remote E-voting period commences from **9.00 A.M. on Monday, 13<sup>th</sup> November, 2023** and ends at **5.00 P.M. on Tuesday, 12<sup>th</sup> December, 2023**. 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, 03<sup>rd</sup> November, 2023** may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- iii. The Scrutinizer shall unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- iv. Subject to the receipt of sufficient votes, the Resolution shall be deemed to have been passed on the last date of voting i.e. on **Tuesday, 12<sup>th</sup> December, 2023**. The results declared along with the Scrutinizer's Report shall be placed on the Company's website of the Company i.e. [www.wardwizard.in](http://www.wardwizard.in) and will be communicated to the Stock Exchanges where the Company's shares are listed.
- v. To receive communication through electronic means, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form.

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

**WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

**CIN: L35100MH1982PLC264042**

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

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

**Tel:** +91 9727755083/ 6358999127,

**Website:** [www.wardwizard.in](http://www.wardwizard.in)

**Email ID:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

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

In conformity with the provisions of Sections 102 and 110 of the Companies Act, 2013 ('the Act'), the Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, the following Explanatory Statement setting out all material facts relating to the businesses mentioned at Item Nos. 1 and 2 of the accompanying Notice dated **Tuesday, 07<sup>th</sup> November, 2023** should be taken as forming part of this Notice.

**ITEM NO. 1: REGULARIZATION OF APPOINTMENT OF MR. KAMAL ASHWINBHAI LALANI (DIN: 09141815) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

Pursuant to the relevant provisions of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), in terms of the Nomination and Remuneration Policy of the Company, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, in their meeting held on 23<sup>rd</sup> September, 2023 appointed **Mr. Kamal Ashwinbhai Lalani (DIN: 09141815)**, as an Additional Director in the category of Independent Director of the Company under Section 149, 150, 152 and 161 read with Schedule IV of the Act, not liable to retire by rotation, subject to the approval of the shareholders of the Company.

The Company has received requisite disclosures/declarations from **Mr. Kamal**

- i) Consent to act as Director u/s 152 of the Act (Form DIR-2);
- ii) Disclosure of interest u/s 184(1) of the Act (Form MBP-1);
- iii) Declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become Director;
- iv) Declaration of independence u/s 149(6) of the Act and as per the Listing Regulations,
- v) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

**Mr. Kamal Ashwinbhai Lalani** has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

**WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

**CIN: L35100MH1982PLC264042**

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

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

**Tel:** +91 9727755083/ 6358999127,

**Website:** [www.wardwizard.in](http://www.wardwizard.in)

**Email ID:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

**Brief resume of Kamal Ashwin Lalani:**

Mr. Kamal Ashwinbhai Lalani is a Practicing Company Secretary and having post qualification experience of more than 8 years in the field of corporate laws, Foreign Exchange Regulation Act, SEBI Act and its regulation. He is also B.com graduate in the field of Accounts and Finance from The Maharaja Sayajirao University of Baroda. His knowledge and experience in the legal and compliance field helps the company in a significant way. In his career, he has handled many critical tasks such as Initial Public Offerings (IPOs), Private Placements, Right Issues, Buybacks of Securities, Bonus Issues, Secretarial Audits, Due Diligence, Incorporation, Striking off, and Corporate Governance, RBI Compounding.

His knowledge and experience in the legal and compliance field helps the Company in a significant way.

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

In the opinion of the Board, **Mr. Kamal** fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board is of the view that, given the knowledge and rich experience of **Mr. Kamal** in field of corporate laws, Foreign Exchange Regulation Act, SEBI Act and its regulation his appointment will be of immense benefit and in the best interest of the Company. The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Mr. Kamal Ashwinbhai Lalani as an Independent Director for a period of five consecutive years with effect from **12<sup>th</sup> December, 2023 to 11<sup>th</sup> December, 2028 (both days inclusive)** and recommends the Special resolution as set out in the Notice for approval of Members.

**Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):**

<b>Name of Director</b>	<b>Mr. Kamal Ashwinbhai Lalani</b>
<b>DIN</b>	09141815
<b>Fathers' Name:</b>	Mr. Ashwin Chandrakant Lalani
<b>Date of Birth:</b>	08 <sup>th</sup> June, 1986
<b>Nationality</b>	Indian

**WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

**CIN: L35100MH1982PLC264042**

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

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

**Tel:** +91 9727755083/ 6358999127,

**Website:** [www.wardwizard.in](http://www.wardwizard.in)

**Email ID:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

<b>Date of Appointment on Board</b>	23 <sup>th</sup> September, 2023
<b>Appointment/ Re-appointment</b>	Appointment
<b>Qualification, Functional Expertise and Experience</b>	Mr. Kamal Ashwinbhai Lalani is a Practicing Company Secretary and having post qualification experience of more than 8 years in the field of Corporate laws, Foreign Exchange Regulation Act, SEBI Act and its regulation. He is also B.com graduate in the field of Accounts and Finance from The Maharaja Sayajirao University of Baroda. He had worked with private and unlisted public companies like Miku Polymers & Plastics Limited, Sunrise Industries (India) Limited, Pure Tonners & Developers Private Limited as Company Secretary & Compliance officer. Right now being PCS he provides consultancy to many companies. His knowledge and experience in the legal and compliance field helps the company in a significant way. In his career, he has handled many critical tasks such as Initial Public Offerings (IPOs), Private Placements, Right Issues, Buybacks of Securities, Bonus Issues, Secretarial Audits, Due Diligence, Incorporation, Striking off, and Corporate Governance, RBI Compounding.
<b>Relationship with other Board Members</b>	Not related to any other Director or Key Managerial Personnel of the Company.
<b>Directorship in Other Companies:</b>	1. Ayoki Merchantile Limited 2. Krupamayi Traders Private Limited 3. Managalam Industrial Finance Limited 4. I Secure Credit & Capital Services Limited
<b>Name of other listed Companies, where he is Director</b>	1. Ayoki Merchantile Limited 2. Managalam Industrial Finance Limited 3. I Secure Credit & Capital Services Limited
<b>List of other Listed Companies in which Memberships/ Chairmanships of Board Committees held</b>	1. <b>Ayoki Merchantile Limited</b> a) Member in Audit Committee b) Chairman in Stakeholders Relationship Committee  2. <b>Mangalam Industrial Finance Limited</b>



**WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

**CIN: L35100MH1982PLC264042**

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

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

**Tel:** +91 9727755083/ 6358999127,

**Website:** [www.wardwizard.in](http://www.wardwizard.in)

**Email ID:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

	a) Chairman in Audit Committee b) Member in Stakeholders Relationship Committee  <b>3. I Secure Credit &amp; Capital Services Limited</b> a) Chairman in Audit Committee b) Member in Stakeholders Relationship Committee
<b>Listed entities from which he has resigned in the past three years</b>	NIL
<b>Shareholding in the company as on date of this report (including shareholding as a beneficial owner)</b>	NIL
<b>The skills and capabilities required for the role and the manner in which he meets such requirements</b>	Secretarial and Legal Expertise Mr. Kamal Ashwinbhai Lalani being a Practicing Company Secretary has core skills and competencies over secretarial and legal domain.
<b>Board Meeting attendance</b>	During the FY 2023-24, Mr. Kamal Ashwinbhai Lalani has attended Two Board Meeting held till date.
<b>Terms and conditions of appointment</b>	Proposed to be appointed as an Independent Director, not liable to retire by rotation.  Remuneration to be drawn from the Company shall comprise of the sitting fees to be paid for attending the meetings of the Board of Directors and its Committees, reimbursement of expenses for participating in the Board and other meetings.
<b>Remuneration last drawn</b>	NIL

*\* Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.*

**Mr. Kamal Ashwinbhai Lalani** is not related to any Director or any other Key Managerial Personnel of the Company.

Accordingly, the Board commends the Special Resolution as set out in item No. 1 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except **Mr. Kamal Ashwinbhai Lalani**, in any way, is concerned or interested, financially or otherwise, in the

**WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

**CIN: L35100MH1982PLC264042**

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

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

**Tel:** +91 9727755083/ 6358999127,

**Website:** [www.wardwizard.in](http://www.wardwizard.in)

**Email ID:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

resolution except to the extent of their shareholding/ shareholding of their associates as Promoters / Promoter Group in the Company.

**ITEM NO. 2: TO APPROVE THE REVISION IN REMUNERATION OF MR. YATIN SANJAY GUPTÉ, CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY:**

The Members of the Company at the Extra Ordinary General Meeting (“the EOGM”) of the Company held on 18<sup>th</sup> January, 2020, passed special resolution and approved the appointment and remuneration of **Mr. Yatin Sanjay Gupte (DIN: 07261150)**, Chairman and Managing Director of the Company for a period of **3 (Three)** years with effect from October 09, 2019 to October 08, 2022 along with such all other terms and conditions of the remuneration & perquisite payable as contained in Agreement executed dated 09<sup>th</sup> October, 2019.

Further the Members of the Board of the Directors of the Company at its meeting held on 22<sup>nd</sup> August, 2020 unanimously passed and approved the appointment of **Mr. Yatin Sanjay Gupte (DIN: 07261150)** as Chairman of the Company with effect from 22<sup>nd</sup> August, 2020.

Further the Members of the Company at the 40<sup>th</sup> Annual General Meeting (“the AGM”) of the Company held on 30<sup>th</sup> August, 2022 has approved the re-appointment of **Mr. Yatin Sanjay Gupte (DIN: 07261150)**, Managing Director for further period of 2 (Two) years with effect from **01<sup>st</sup> September, 2022 to 31<sup>st</sup> August, 2024 (both days inclusive)**, and the payment of remuneration with all other terms and conditions contained in Agreement executed dated 01<sup>st</sup> August, 2022 remain unchanged.

**Mr. Yatin Sanjay Gupte (DIN: 07261150)** is the Chairman and Managing Director (promoter) of the Company. Under the Chairmanship of Managing Director, the Company has achieved its highest turnover in the current financial year. He looks after the overall affairs and operations of the Company. His aspirations are aligned with the nation’s growth trajectory, as he contributes to the ‘**Make-in-India Atmanirbhar Bharat**’ mission to augment greener alternatives in the electric vehicle sector in accordance with the larger vision of the Nation to combat pollution and enhance better living. Hence, considering the progress made by the Company under his leadership and the inflation over the period last four years, the Board of Directors felt that it is in the interest of the Company to continue to avail services of Mr. Yatin Sanjay Gupte as a Chairman and Managing Director.

Considering the present market conditions and growth of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors at its respective meetings held on **Tuesday, 07<sup>th</sup> November, 2023** unanimously approved the revision in remuneration of **Mr. Yatin Sanjay Gupte (DIN: 07261150)** with effect from 15<sup>th</sup> December, 2023, subject to approval of members of the Company.

The details of the revised remuneration of the Chairman and Managing Director of the Company are given in **ANNEXURE-1**.

**WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

**CIN: L35100MH1982PLC264042**

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

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

**Tel:** +91 9727755083/ 6358999127,

**Website:** [www.wardwizard.in](http://www.wardwizard.in)

**Email ID:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

The information pursuant to Schedule V of the Act, as amended, are given in **ANNEXURE-II** forming part of this Notice.

Details as required under Listing Regulations and Secretarial Standard on General Meeting (SS-2) with respect to revision in remuneration of Managing Director is given in the **ANNEXURE- III** to this Notice.

**ANNEXURE-1: REMUNERATION**

- Details of revised remuneration of the Chairman and Managing Director is as given below:

<b>Name of Director</b>	Mr. Yatin Sanjay Gupte (DIN: 07261150), Chairman and Managing Director	
<b>(i) Salary</b>	<b>Rs. 8,00,000/- per month</b> <b>or</b> <b>Rs. 96,00,000/- per annum</b> <b>w.e.f 15<sup>th</sup> December, 2023</b>	
<b>(ii) Performance Linked remuneration</b>	Not exceeding 25% of the Salary, payable annually for financial year, as may be determined by the Board.	
<b>Details of Shareholders Meeting &amp; Tenure</b>	<b>Date of Shareholders Meeting of the Company</b>	<b>Tenure</b>
	18 <sup>th</sup> January, 2020	09 <sup>th</sup> October, 2019 to 08 <sup>th</sup> October, 2022
	30 <sup>th</sup> August, 2022	01st September, 2022 to 31st August, 2024

**WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

**CIN: L35100MH1982PLC264042**

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

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

**Tel:** +91 9727755083/ 6358999127,

**Website:** [www.wardwizard.in](http://www.wardwizard.in)

**Email ID:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

The brief particulars of his remuneration are as mentioned herein below:

- The Managing Director shall be subject to the superintendence, control and direction of the Board of Directors and he will be entrusted with substantial powers of the management and will also perform such other duties as may be entrusted to him, from time to time.
- **Remuneration payable to Mr. Yatin Sanjay Gupte and details are given below:**

Basic Salary, perquisites, and other allowances/benefits up to maximum of Rs. 96 lakhs per annum as may be decided by the Board of Directors on a yearly basis.

The abovesaid limit include following:

**1. Basic Salary: - Rs. 8,00,000/- per month or Rs. 96,00,000/- per annum w.e.f 15<sup>th</sup> December, 2023 up to the remainder period of the tenure of his appointment i.e. 31<sup>st</sup> August, 2024 and will be subject to revision from time to time by Remuneration Committee/ Board of Directors.**

**2. Perquisites, allowances and benefits as detailed hereunder:**

In addition to the remuneration as stated above, Chairman and Managing Director shall also be entitled the following:

However, in addition to the above perquisites the aforesaid Director is entitled to the following which shall not be included in the aforesaid perquisite limit:

- **Commission:** Payable for each financial year, subject to such ceilings as may be set out in the Companies Act, 2013 and subject to such ceiling as may be fixed by the Board of Directors from time to time. The amount of commission shall be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders.
- Reimbursement of actual travelling expenses for proceeding on leave from Vadodara to any place in India and return there from once a year in respect of him and family.
- Free use Company's car with driver for company's business.
- Free Telephone facility at residence and Mobile Telephone but personal long-distance calls will be billed to the Managing Director.
- Reimbursement of entertainment expenses incurred in the course of business of the Company.
- Cost of insurance cover against the risk of any financial liability or loss because of any error of judgment, wrongful act or such other reason as may be approved by the Board of Directors from time to time.
- Personal accident insurance policy in accordance with the scheme applicable to senior employees.
- Cost of medical insurance cover for self and family for medical expenses in India or abroad including hospitalization and in case of medical treatment abroad, all expenses including air-fare, boarding/lodging expenses for patient and attendant.
- Reimbursement of membership fees for clubs in India or abroad, including any admission/ life

**WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

**CIN: L35100MH1982PLC264042**

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

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

**Tel:** +91 9727755083/ 6358999127,

**Website:** [www.wardwizard.in](http://www.wardwizard.in)

**Email ID:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

membership fees.

- Subject to any statutory ceiling/s the Managing Director may be given any other allowances, perquisites, benefits and facilities as the Board of Directors from time to time may decide.
- **Valuation of Perquisites:** Perquisites/allowances shall be valued as Income Tax Rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.
- **Computation of ceiling:** The contribution to provident and superannuation funds; gratuity payable & encashment of leave shall not be included in the computation of perquisites for the purposes of the ceiling.
- The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors/Nomination & Remuneration Committee as it may in its discretion, deem fit within the maximum amounts payable to Managing Directors in accordance with schedule V of the Companies Act, 2013 or any other amendments made hereafter in this Regard.
- The Appointment of Managing Director can be terminated either by the Company or by him, by giving to the other 3 months' notice in writing.

**In addition to the above, he will be eligible for the following:**

**Provident Fund:** As per the policy of the Company and provision of and Income Tax Act, 1961

**Gratuity:** As per the policy of the Company and provision of and Income Tax Act, 1961

**Bonus:** As per the policy of the company

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules framed thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

**Minimum Remuneration:**

Where in any financial year(s) during the currency of the tenure of aforesaid Managing Director, the Company has no profits or its profits are inadequate, in the event of loss, the Company shall pay the minimum remuneration of by way salary, perquisites and allowances as stated above i.e 96 Lakhs per annum, except commission, if any, subject to the compliance with the provisions of Schedule V of the Companies Act, 2013 or under the provisions of Listing Regulations or under any other law for the time being in force, if any.

This resolution be considered in compliance of the Section 197 read with Schedule V of the Act, 2013 which require the Company to obtain the approval of Shareholders by means a Special Resolution where the remuneration payable exceed the limits in case of inadequacy of profits.

In terms of Regulation 17(6)(e) of Listing Regulations, approval of the members by way of special resolution is required where the overall remuneration payable to a Director exceeds Rupees 5 crore or 2.50% of the net profit of the company (whichever is higher), where such director is promoter or member of promoter group. This approval shall also be deemed to be approval under Regulation 17(6)(e) of Listing Regulations.



**WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

**CIN: L35100MH1982PLC264042**

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

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

**Tel:** +91 9727755083/ 6358999127,

**Website:** [www.wardwizard.in](http://www.wardwizard.in)

**Email ID:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

**ANNEXURE-II**

**STATEMENT PURSUANT TO PROVISIONS OF SCHEDULE V OF THE ACT WITH RESPECT TO ITEM NO. 2 OF THE NOTICE AND THE LISTING REGULATIONS, AS THE CASE MAY BE:**

**I. General Information:**

<b>1</b>	<b>Nature of industry</b>	The Company is engaged in the business of Manufacturing of Electric Vehicles (EV)
<b>2</b>	<b>Date or expected date of commencement of commercial production</b>	The company was incorporated in 1982.  Acquired a BSE listed company and renamed it to Wardwizard innovations & Mobility Ltd. with core business in EV segment from 2019.
<b>3</b>	<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	Not Applicable

**(4).Financial performance based on given indicators – as per audited financial results for the year ended 31st March, 2023:**

**(Rs. in Lakhs)**

<b>Particulars</b>	<b>2022-2023</b>	<b>2021-2022</b>	<b>2020-2021</b>
<b>Gross Turnover &amp; Other Income</b>	23928.27	18514.07	3936.47
<b>Net Profit/ (Loss) before Tax</b>	1385.15	1214.18	247.88
<b>Net Profit/ (Loss) after Tax</b>	944.21	847.72	187.20

**WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

**CIN: L35100MH1982PLC264042**

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

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

**Tel:** +91 9727755083/ 6358999127,

**Website:** [www.wardwizard.in](http://www.wardwizard.in)

**Email ID:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

<b>Computation of Net Profit in accordance with section 198 of the Companies Act, 2013</b>	1364.64	1214.18	247.87
<b>Net Worth</b>	8879.87	6224.26	2811.00
<b>Paid up Equity Share Capital</b>	2606.94	2620.52	2194.32
<b>Earnings Per Share (Rs.)</b>	0.36	0.35	0.10
<b>Dividend %</b>	10%	7.5%	5%

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

**II. Information about the Director :**

<b>Sr. No.</b>	<b>Particular</b>	<b>Mr. Yatin Sanjay Gupte(DIN: 07261150)</b>
<b>1.</b>	<b>Background details</b>	<p>Mr. Yatin Sanjay Gupte is the Chairman and Managing Director (Promoter) of the Company. He has been looking after the overall affairs and operations of the Company. He is a Master of Business Administration in Insurance from Bhartiya Shiksha Parishad, Uttar Parishad.</p> <p>Mr. Gupte holds an Honorary Doctorate in Social Service and an MBA in Insurance &amp; Risk Management. He boasts an extensive experience of nearly two decades across various business domains, including sales and industry. In 2016, Mr. Gupte laid the foundation of Wardwizard Innovations &amp; Mobility Ltd. with a mission to offer environmentally friendly alternatives to conventional lifestyles.</p> <p>His aspirations are aligned with the nation’s growth trajectory, as he contributes to the ‘<b>Make-in-India Atmanirbhar Bharat</b>’ mission to augment greener alternatives in the electric vehicle sector in accordance</p>

**WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

**CIN: L35100MH1982PLC264042**

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

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

**Tel:** +91 9727755083/ 6358999127,

**Website:** [www.wardwizard.in](http://www.wardwizard.in)

**Email ID:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

		<p>with the larger vision of the Nation to combat pollution and enhance better living. He believes in team building, which is the true asset of the Company.</p> <p>Mr. Yatin Sanjay Gupte embodies the essence of leadership, exemplifying the importance of vision in navigating the dynamic landscape of the industry.</p>
2	<b>Past remuneration</b>	<p><b>Rs. 5, 00,000/- per month</b> <b>Or</b> <b>Rs. 60, 00,000/- per annum plus Perquisites</b></p>
3	<b>Recognition or awards</b>	<p>Fastest Growing Leaders 2023 by Asia One, , The Most Promising Business Leader of Asia 2020 -2021 by Economic Times, Best Brand Award by Economic Times Outstanding Contribution for Environmental Conservation and Innovative Product at House of Commons London, UK Parliament by WBR in 2019 as well as Best Electric Vehicle Manufacturing CEO by Global CEO Excellence Award in 2019, amongst many others</p>
4	<b>Job Profile and his suitability</b>	<p>Please see (1) above</p>
5	<b>Remuneration proposed</b>	<p><b>Rs. 8, 00,000/- per month</b> <b>Or</b> <b>Rs. 96, 00,000/- per annum plus Perquisites</b></p>
6	<b>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person(in case of expatriates the relevant details would be with respect to the country of his origin)</b>	<p>The remuneration proposed, is reasonably in line with the remuneration in similar sized companies in the same segment of business.</p>
7	<b>Pecuniary relationship directly or indirectly with the Company</b>	<p>Mr. Yatin Sanjay Gupte is the promoter cum Chairman and Managing Director of the Company and holds equity shares under the Category of Promoter and Promoter Group of the Company.</p>

**WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

**CIN: L35100MH1982PLC264042**

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

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

**Tel:** +91 9727755083/ 6358999127,

**Website:** [www.wardwizard.in](http://www.wardwizard.in)

**Email ID:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

		<b>Shareholding as on 30<sup>th</sup> September, 2023:</b>  No. of shares: 9,24,88,000  Apart from receiving remuneration as stated above, he does not have any other pecuniary relationship with the Company.
	<b>Relationship with other Directors or KMPs</b>	Mr. Sanjay Mahadev Gupte, Executive Director – Father  Shares held in his name: Nil

**III. OTHER INFORMATION:**

<b>1</b>	<b>Reasons of loss or inadequate profits:</b>	The Company has not incurred losses and had adequate profits over the past 3 years, however this is an enabling provision in the event the proposed remuneration were to breach the limit set under the Companies Act, 2013
<b>2</b>	<b>Steps taken or proposed to be taken for improvement</b>	The management is pursuing various strategic and operational measures that is expected to result in the improvement of profitability of the Company. The management believes all these strategic initiatives will result in better and improved profits for the Company
<b>3</b>	<b>Expected increase in productivity and profits in measurable terms:</b>	Management expects to have higher productivity and profits in line with the estimated budget.

**IV. Disclosures**

The details required to be given under this head shall be disclosed in Corporate Governance Report of the Company in its forthcoming Annual Report of 2023-24.

**WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

**CIN: L35100MH1982PLC264042**

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

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

**Tel:** +91 9727755083/ 6358999127,

**Website:** [www.wardwizard.in](http://www.wardwizard.in)

**Email ID:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

**ANNEXURE-III**

**Details of the Directors seeking revision in remuneration pursuant to para 1.2.5 of SS-2 (Revised)**

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

<b>Name of Director</b>	Mr. Yatin Sanjay Gupte
<b>DIN</b>	07261150
<b>Fathers' Name:</b>	Mr. Sanjay Mahadev Gupte
<b>Date of Birth:</b>	15 <sup>th</sup> August, 1978 (45 years)
<b>Nationality</b>	Indian
<b>Date of Original Appointment on Board</b>	03rd October, 2019
<b>Qualification, Functional Expertise and Experience</b>	<p>He has been looking after the overall affairs and operations of the Company. He is a Master of Business Administration in Insurance from Bhartiya Shiksha Parishad, Uttar Parishad.</p> <p>Mr. Gupte holds an Honorary Doctorate in Social Service and an MBA in Insurance &amp; Risk Management. He boasts an extensive experience of nearly two decades across various business domains, including sales and industry. In 2016, Mr. Gupte laid the foundation of Wardwizard Innovations &amp; Mobility Ltd. with a mission to offer environmentally friendly alternatives to conventional lifestyles.</p>
<b>Relationship with other Board Members</b>	Mr. Yatin Sanjay Gupte is son of Mr. Sanjay Mahadev Gupte, Executive Director of the Company
<b>Relationship with other Directors &amp; KMP</b>	Mr. Sanjay Mahadev Gupte, Executive Director – Father
<b>Directorship in other Companies:</b>	<ol style="list-style-type: none"> <li>1) Mangalam Industrial Finance Limited</li> <li>2) I Secure Credit &amp; Capital Services Limited</li> <li>3) Wardwizard Foods and Beverages Limited</li> <li>4) Ayoki Merchantile Limited</li> <li>5) Wardwizard Solutions India Private Limited</li> </ol>

**WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

**CIN: L35100MH1982PLC264042**

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

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

**Tel:** +91 9727755083/ 6358999127,

**Website:** [www.wardwizard.in](http://www.wardwizard.in)

**Email ID:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

	6) Wardwizard Medicare Private Limited 7) Bluebells Insurance Broking Private Limited 8) Kolumbus Medicare Private Limited
<b>Name of other listed Companies, where he is Director</b>	1) Mangalam Industrial Finance Limited 2) I Secure Credit & Capital Services Limited 3) Wardwizard Foods and Beverages Limited 4) Ayoki Merchantile Limited
<b>List of other Listed Companies in which Memberships/ Chairmanships of Board Committees held</b>	<b>1) Mangalam Industrial Finance Limited</b> a) Audit Committee- Member b) Nomination and Remuneration Committee – Member c) Stakeholder Relationship Committee – Member d) Rights Issue Committee – Member <b>2) I Secure Credit &amp; Capital Services Limited</b> a) Nomination and Remuneration Committee – Member <b>3) Wardwizard Foods and Beverages Limited</b> a) Audit Committee- Member <b>4) Ayoki Merchantile Limited</b> a) Stakeholder Relationship Committee - Member
<b>Listed entities from which he has resigned in the past three years</b>	NIL
<b>No. of shares held in own name or in the name of relatives:</b>	Shareholding as on 30 <sup>th</sup> September, 2023: No. of shares: 9,24,88,000 (Mr. Yatin Sanjay Gupte) No. of shares: Nil (Mr. Sanjay Mahadev Gupte (Father))
<b>Board Meeting attendance</b>	During the FY 2023-24, Board Meeting Attended 7/7 (Seven)
<b>Remuneration last drawn</b>	Rs. 5,00,000/- Per Month
<b>Terms and conditions of appointment or reappointment</b>	As per the resolution approved by Members of the Company in its 40 <sup>th</sup> AGM and the agreement executed by the Company and Mr. Yatin Sanjay





**WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

**CIN: L35100MH1982PLC264042**

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

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

**Tel:** +91 9727755083/ 6358999127,

**Website:** [www.wardwizard.in](http://www.wardwizard.in)

**Email ID:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

	Gupte in this regard and as per the Explanatory Statement mentioned above.
<b>Details of remuneration sought to be paid</b>	As stated in Explanatory Statement

Accordingly, the Board commends the Special Resolution as set out in item No. 2 of the accompanying notice.

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

The Board accordingly recommends the Special Resolution as set out in item No. 2 of this notice for the approval of Members.

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

**By Order of the Board of Directors  
For Wardwizard Innovations & Mobility Limited**

**SD/-**

**Jaya Ashok Bhardwaj  
Company Secretary and Compliance Officer  
Membership No; A 37912**

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

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

**CIN: L35100MH1982PLC264042**

**Email:** [compliance@wardwizard.in](mailto:compliance@wardwizard.in)

**Place: Vadodara**

**Date: 07<sup>th</sup> November, 2023**