

## Notice

**NOTICE IS HEREBY GIVEN THAT THE 42ND (FORTY SECOND) ANNUAL GENERAL MEETING (AGM) OF THE EQUITY SHAREHOLDERS OF THE WARDWIZARD INNOVATIONS & MOBILITY LIMITED ('THE COMPANY'), WILL BE HELD ON MONDAY, 30TH DAY OF SEPTEMBER, 2024 AT 01:00 AM/PM (IST) THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO- VISUAL MEANS ("OAVM") FACILITY, TO TRANSACT THE FOLLOWING BUSINESS:**

### ORDINARY BUSINESS:

1. **To receive, consider and adopt:**
  - a) The **Audited Standalone Financial Statements** of the Company for the **Financial Year ended 31st March, 2024**, together with the Reports of the Board of Directors and Auditors thereon; and
  - b) The **Audited Consolidated Financial Statements** of the Company for the **Financial Year ended 31st March, 2024**, together with the Reports of the Auditors thereon.
2. To Declare a dividend at the rate of ₹ **0.15/- (Fifteen paise only) (15%)** per Equity Shares of face value of ₹ 1/- each, fully paid up, for the Financial Year 2023-2024.
3. To Appoint a Director in place of **Mrs. Sheetal Mandar Bhalerao (DIN: 06453413)** Non- Executive Non-Independent Director, who retires by rotation and being eligible, offers herself for re- appointment.
4. To Consider the re-appointment of **M/s VCA & Associates, Chartered Accountants (Firm registration number- 114414W)** Vadodara, Gujarat, as Statutory Auditors of the Company and authorized Board of Directors to fix the remuneration, and in this regard, to consider and if thought fit, to pass, the following Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and approval by the Board of Directors, the consent of the Shareholders of the Company be and is hereby accorded to the Board to appoint **M/s VCA & Associates, Chartered Accountants (Firm Registration Number – 114414W )**, Vadodara, Gujarat as Statutory Auditors of the Company for a second term of 05 (five) consecutive years to hold office from the conclusion of forty second (42nd) Annual General Meeting till the conclusion of forty seventh (47th) Annual General Meeting;

**RESOLVED FURTHER THAT** the Board of Directors be authorized to fix the remuneration for the Statutory Auditors in consultation with the Audit Committee and the Statutory Auditors;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds and things as may be necessary,

proper or expedient for the purpose of giving effect to this resolution".

### SPECIAL BUSINESS:

5. **TO INCREASE THE BORROWING LIMITS OF THE BOARD OF DIRECTORS UNDER SECTION 180 OF THE COMPANIES ACT, 2013:**

To consider and, if thought fit, to pass, with or without modifications, the following Resolution as a **Special Resolution:**

**"RESOLVED THAT** in supersession of the earlier Special Resolution passed by the Shareholders of the Company at the forty first (41st) Annual General Meeting held on 26th September, 2023 and pursuant to the provisions of **Section 180(1)(c)** and other applicable provisions, if any, of the Companies Act, 2013 (**'Act'**) (including any statutory modifications or re-enactment thereof, if any, for the time being in force) and the Articles of Association of the Company, based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (*hereinafter referred to as the 'Board' which term shall include any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution*), the consent of the Shareholders of the Company be and is hereby accorded to the Board to borrow from time to time any sum or sums of monies (fund based and non-fund based facilities) at its discretion for the purpose of the business of the Company, from any one or more Banks and/ or Financial Institutions and/or any other lending institutions in India or abroad and/or Bodies Corporate or other entities or any individual, not limited to by way of loan (secured/unsecured), commercial paper, term loan, financing or bill discounting, advance, Inter- Corporate loans & advances or loans, bonds, debentures, external commercial borrowings, financial or credit facility, or other debt instruments, or otherwise and with or without security and in Indian Rupees and/or in any foreign currency from time to time, as its discretion and upon such terms and conditions as may be considered suitable by the Board, provided that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Bankers of the Company in the ordinary course of business) may exceed the aggregate of the paid- up share capital, free reserves and its securities premium of the Company, provided that the total amount so borrowed by the Board shall not at any time exceed a sum of ₹ **4,00,00,00,000 (Rupees Four Hundred Crore Only)**.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to the above resolution, the Board of Directors of the Company or Chief Financial Officer or Company Secretary be and are hereby authorized severally to do or perform all such acts, deeds and things and/or to give all such directions and to execute all such documents, instruments and writings, matters and things as may be necessary and/or expedient in that behalf.

**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 Company Secretary of the Company.”

6. **TO APPROVE CREATION OF CHARGE ON MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWING UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013:**

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

“**RESOLVED THAT** pursuant to the provisions of **Section 180(1)(a)** and any other applicable provisions, if any, of the **Companies Act, 2013 (“Act”)** read with applicable rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time being in force), and rules made thereunder and applicable regulations framed by Securities Exchange Board of India, applicable provisions of Foreign Exchange Management Act, 1999 read with rules or regulations framed thereunder, enabling provisions and pursuant to the Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever, based on the recommendation of Audit Committee and as per the approval of Board of Directors of the Company, the consent of the Shareholders of the Company be and is hereby accorded to the Company to empower the Board of Directors (*hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board or Committee to exercise the powers conferred on the Board by this Resolution*) to create such charges, mortgages, hypothecations, pledge, security, on such terms as the Board may determine, in addition to the existing mortgages/ hypothecations/ charges/ pledge/ security, if any, already created by the Company, in such manner as may be determined, on all or any of the moveable and/ or immovable properties, tangible or intangible assets of the Company, both present and future and/or the whole or any part of undertaking(s) of the Company, and in such manner as the Board may deem fit, together with the power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies, any individual or bodies/trustees, other entities for the holders of debentures/ bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures (comprising fully / partly convertible Debentures and / or Non-Convertible Debentures, on all or any of the above, with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds (including Masala Bonds) or other debt instruments) issued / to be issued by the Company from time to time, to or in favor of the Bank(s), Lender(s), Agent(s), bodies/ trustee(s) or any other person(s)/bodies corporate by way of private placement or otherwise (hereinafter collectively

referred to as “Lenders”), for securing the borrowings already availed/ to be availed by the Company by the way of loan(s) from time to time, shall not exceed at any time a sum equivalent to **₹ 4,00,00,00,000 (Rupees Four Hundred Crores Only)** together with interest at the respective agreed rates, additional interest, compounded interest, in case of default accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agents / Trustee, premium (if any) on redemption, all other costs, charges and expenses as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s) / Trust Deeds(s) / other Agreement(s) / any other documents, entered into / to be entered into between the Company and the Lender(s) / Agent(s) and Trustee(s), in respect of the said loans / borrowings / debentures / bonds or working capital facilities or other securities and containing such specific terms, conditions and covenants in respect of enforcement of security as may be stipulated in that behalf from time to time;

**RESOLVED FURTHER THAT** the securities to be created by the Company as aforesaid may rank prior with the charges/ mortgages/ hypothecations/ pledge/ security or already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties;

**RESOLVED FURTHER THAT** the consent of the Shareholders 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 to finalize, settle, and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid;

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

7. **TO ADVANCE ANY LOAN OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013:**

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

“**RESOLVED THAT** in supersession of the earlier Special Resolution passed by the Shareholders of the Company at the 40th Annual General Meeting held on 30th August, 2022 and pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto [**including any statutory modifications or re-enactments thereof, for time being in force**] and in accordance with Articles of Association of the Company and based on the recommendation of Audit Committee and as per the approval of Board of Directors of the Company, approval of the Members of the Company be and is hereby

accorded to the Board of Directors of the Company (*hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board or Committee to exercise the powers conferred on the Board by this Resolution*), to advance any loan(s), including any loan represented by a book debt to and/or to give any guarantee(s) and/or to provide any security (ies) by way of pledge of Equity Shares held by the Company in connection with any Loan taken/to be taken by any other entity or a subsidiary or associate or joint venture or group entities of the Company or any other person in which any of the director of the Company is deemed to be interested (collectively referred to as the "Entities") or any other entities, provided that the aggregate limit of advancing loan, credit facility or by issuing debt securities and/or giving guarantee and/or providing any security to the Entities shall not at any time exceed the aggregate limit of **₹ 150,00,00,000 Crores (Rupees One Hundred and Fifty Crores Only)**;

**RESOLVED FURTHER THAT** the aforementioned loan(s) and/or guarantee(s) and/or security (ies) shall only be utilized by the borrower for the purpose of its principal business activities;

**RESOLVED FURTHER THAT** keeping the best interest of the Company in view, any approval accorded by the Board of Directors and Shareholders of the Company under **Section 185** of the Companies Act, 2013 under this resolution shall be in force till the period any amendment to the said resolution will be made by the Board of Directors and Shareholders thereof;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, 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 severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any Committee or any Director(s) or any other Officer(s) of the Company, or to settle any questions, difficulties or doubts that may arise with regard to the above resolution, without being required to seek any further clarification, consent or approval of the Members."

8. **TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

To consider and, if thought fit, to pass with or without modifications, the following resolution as **Special Resolution**:

**"RESOLVED THAT** in supersession of the earlier Special Resolution passed by the Shareholders of the Company at the 40th Annual General Meeting held on 30th August, 2022 and pursuant to the provisions of Sections 186 read with Companies (Meetings of Board and its Power) Rules, 2014, Section 179 and other applicable provisions of The Companies Act, 2013 ("The Act") read with rules

made thereunder (including any statutory modification (s) or re-enactment thereof for time being in force) and based on the recommendation of Audit Committee and as per the approval of Board of Directors of the Company (*hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board or Committee to exercise the powers conferred on the Board by this Resolution*), the consent of Shareholders of the Company be and is hereby accorded to authorize the Board, to inter alia,

- a) give any loan to any person(s) or other body corporate(s) or other entities;
- b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) or other entities; and
- c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate or other entities, from time to time, together with the investments made / loans given or granted / guarantees / securities already made by the Company, on such terms and conditions and with or without security as the Board of Directors may think fit which, in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company however, that the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other body corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Company, from time to time, shall not exceed, at any time **₹ 150,00,00,000 /- (Rupees One Hundred And Fifty Crores Only)** over and above the limit of **sixty per cent (60%)** of the paid-up share capital, free reserves and securities premium account of the Company or **one hundred per cent (100%)** of free reserves and securities premium account of the Company, whichever is more;

**RESOLVED FURTHER THAT** the Board of Directors or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the Company, be and is hereby authorized to negotiate and settle the terms and conditions of the investments / loans / guarantees / securities which may be made by the Company from time to time, to finalise the agreements/ contracts and documents in this regard and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any Committee or any Director(s) or any other Officer(s) of the Company, or to settle any questions, difficulties or doubts that may arise with regard to the above resolution, without being required to seek any further clarification, consent or approval of the Members."

9. **TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013, REGULATION 23 OF SEBI**

**(LODR) REGULATIONS, 2015 AND IND AS- 24 :**

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder **(including any statutory amendment(s) or re-enactment(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 Listing Regulations”)**, as amended from time to time, 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 the Company to empower the Board for entering into and / or carrying out Material Related Transaction(s)/ contracts / arrangements or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Wardwizard Properties Holdings Private Limited**, 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**, and shall be valid up to the date of next AGM on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm’s length basis;

**RESOLVED FURTHER THAT** the **Board of Directors** or **Chief Financial Officer** or officials (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for

and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution;

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

10. **TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY:**

To consider and approve the adoption of new set of Articles of Association of the Company as per Companies Act, 2013. In this regard, it is proposed to consider and if thought fit to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 5, 14, 15 and all other applicable provisions of the **Companies Act, 2013 (the “Act”)** read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), the Articles of Association of the Company, provisions of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015** and subject to such other necessary statutory approvals and modifications if any, the new set of **Articles of Association (“AOA”)**, be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company and for adoption of new set of Articles of Association.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), be and is hereby authorized to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** **Executive Director, Chief Financial Officer** or **Company Secretary** of the Company, be and is hereby authorized severally on behalf of the Company to sign and execute all such applications, forms and documents as required, and to do all such acts, deeds, matters and things as may be necessary and to settle any questions, difficulties, or doubts that may arise in this regard, and to accede to such modification to the aforementioned resolution as may be suggested by the Registrar of Companies or such other authorities arising from or incidental to the said amendment without requiring any further approval of the Board.”

**For Wardwizard Innovations & Mobility Limited**

Sd/-

**Yatin Sanjay Gupte**

Managing Director

Din: 07261150

Sd/-

**Sanjay Mahadev Gupte**

Executive Director

Din: 08286993

Place: Vadodara

Date: 31<sup>st</sup> August, 2024

**NOTES:**

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated May 5, 2020, read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (**collectively referred to as "SEBI Circulars"**), have permitted the holding of AGM through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue vide the above MCA circulars and provided relaxation to companies from dispatching physical copy of annual report vide above SEBI circulars. In compliance with the provisions of the Companies Act, 2013 ("Act"), amended provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and Secretarial Standard on General Meetings ('SS-2'), issued by The Institute of Company Secretaries of India the AGM of the Company will be held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The Explanatory Statement pursuant to Section 102(1) of the Act with respect to the Ordinary/Special Business to be transacted at the meeting as set out in the Notice is annexed hereto. The brief details of the person seeking Re-appointment as Director as required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (ICSI) as approved by the Central Government, is also annexed to this Notice.
3. Since this AGM is being held through VC/OAVM, pursuant to the Circulars, physical attendance of the members has been dispensed off. **Accordingly, the facility for appointment of proxies by the members will not be available for the AGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.**  
However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their vote through e-voting.
4. Members of the Company under the category of Institutional Investors / Corporate Members are encouraged to attend and vote at the AGM through VC. Institutional Investors/ Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company at its registered email address to [compliance@wardwizard.in](mailto:compliance@wardwizard.in).
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Company has fixed Monday, September 23, 2024 as Cut-off date for determining entitlement for remote e-voting as well as e-voting of shareholders holding shares in physical or dematerialized form.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available physically at corporate office of the company for inspection to the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without payment of any fee by the members from the date of circulation of this Notice up to the date of AGM i.e. **30th September, 2024**. Members seeking to inspect such documents can send an email to [compliance@wardwizard.in](mailto:compliance@wardwizard.in).
8. The Register of Members and Share Transfer Books for the Equity Shares of the Company shall remain closed from Friday, September 20, 2024 to Monday, September 30, 2024 (both days inclusive) in connection with the AGM and the Company has fixed Friday, 20th September, 2024 as the 'Record Date' for determining entitlement of members to receive dividend for the FY 2023-24, if approved at the AGM. The dividend of **₹ 0.15/- (Fifteen Paise Only)** per fully paid-up equity share of ₹ 1/- each, if approved by the Members at the AGM, will be paid subject to the deduction of income tax at source (**'TDS'**) will be paid within a period of 30 days from the date of declaration to those Members whose names appear on the Company's Register of Members at the close of business on Friday, September 20, 2024. Final dividend on equity shares, as recommended by the Board of Directors ("Board"), if declared at the ensuing Annual General Meeting, payment of such dividend will be paid after Monday, 30th September, 2024 to:
  - a. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the **National Securities Depository Limited ("NSDL")** and the **Central Depository Services (India) Limited ("CDSL")** as of the close of business hours on Record Date i.e. Friday, September 20, 2024; and
  - b. To all Members in respect of shares held in physical form, after giving effect to all the valid transfers in respect of transfer requests lodged with the Company / RTA as of the close of business hours on Record Date i.e. Friday, September 20, 2024.
  - c. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote

e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has appointed **Purva Sharegistry (India) Private Limited ("Purva")** for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by **Purva**.

9. Dividend payment:

- A. Members holding shares in electronic mode may please note that the dividend payable to them would be paid through National Electronic Clearing Services (NECS) at the available RBI locations. The dividend would be credited to their bank account as per the mandate given by the Members to their Depository Participants. In the absence of availability of NECS facility, the dividend will be paid through warrants and the bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable regulations. (Shares held in electronic form: Members may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not be able to accede to any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to ensure that their DPs update their Electronic Bank Mandate details by Friday, 20th September, 2024. Further, please note that instructions, if any, already given by the Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form)
- B. In respect of shares held in physical form, Members desirous of receiving dividend by way of direct credit to their bank accounts through NECS may authorize the Company with their NECS mandate. The shareholders desirous of obtaining the NECS mandate may download it from the website of the Company at [www.wardwizard.in](http://www.wardwizard.in). Updation of mandate for receiving dividends directly in bank account through electronic clearing system or any other means in a timely manner: SEBI has, vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated 03rd November, 2021 and subsequent Circulars issued in this regard, the latest being SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated 17th November, 2023 mandated that with effect from 01st April, 2024, dividend shall be paid only through electronic mode to Members holding shares in physical form if the folio is KYC compliant. A folio will be considered as KYC compliant on registration of all details viz. full address with pin code, mobile no., email id, bank details, valid PAN linked to Aadhaar of all holders in the folio, Nomination etc. SEBI has, vide its Circular No. SEBI/HO/MIRSD/POD1/P/CIR/2024/81 dated 10th June, 2024, provided relaxation for ease of compliance and investor convenience that, Members

holding securities in physical form shall be eligible for receipt of any payment including dividend, interest or redemption payment as well as to lodge grievance or avail any service request from the RTA even if 'choice of nomination' is not submitted by these Members and Payments including dividend, interest or redemption payment withheld by the Listed Companies/RTAs, only for want of 'choice of nomination' shall be processed accordingly.

Shares held in physical form: Members are requested to send the following documents in original to RTA of the Company

- a. Form ISR-1 along with the supporting documents are required to be submitted to the RTA of the Company. The said Form is available on the website of the Company at <https://wardwizard.in/investor-relations/info-for-shareholders/downloads/>
  - b. Original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:- i. Cancelled cheque in original. ii. Bank attested legible copy of the first page of the Bank Passbook / Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and the full address of the Bank branch.
  - c. Self-attested photocopy of the PAN Card of all the holders; and
  - d. Self-attested photocopy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company)
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:

a. <b>For shares held in electronic form :</b>	To their Depository Participants (DPs)
b. <b>For shares held in physical form :</b>	To the Company/ Registrar and Transfer Agent of the Company in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. Members holding shares in physical mode and who have not registered/ updated their email addresses with the Company/ RTA are requested to registered by visiting <a href="https://www.purvashare.com/email-andphone-updation/">https://www.purvashare.com/email-andphone-updation/</a> .

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to aforesaid SEBI Circulars in **Form ISR-1** and other Forms. These Forms are also available on the website of the Company at <https://wardwizard.in/investor-relations/info-for-shareholders/downloads/>

Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1 and such other Forms, as may be applicable to them.

11. Members are requested to notify immediately:
  - Any change in their residential address, Email ID, Contact Number, etc.
  - Income-tax Permanent Account Number (PAN).

Bank details- Name and address of the bank A/c no.; type of A/c.

12. Members who would like to express their views/ ask questions during the AGM may register themselves as speaker by sending their request in advance at least seven (07) days before the AGM. Members who do not wish to speak during the AGM but have queries may send their queries, mentioning the name, securities Demat account number/ folio number, email id and , mobile number to [compliance@wardwizard.in](mailto:compliance@wardwizard.in) send their queries in advance seven (07) days prior to meeting. Only those Members who have registered themselves as speaker will be allowed to express their views/ ask questions during the AGM for a maximum time of two (02) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.
13. Members holding shares in electronic form may note that bank particulars registered against their depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agent, Purva Shareregistry (India) Private Limited (Registrar), cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant (DP) of the members with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Registrar.
14. It may be noted that any service request can be processed only after the folio is KYC compliant.
15. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH - 13 with Registrar. In respect of shares held in Demat form, the nomination form may be filed with the respective DP. As per SEBI Circular No. **SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37** dated March 16, 2023, the common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and

Nominations with various forms are made available at the Company's website at <https://wardwizard.in/investor-relations/info-for-shareholders/downloads/>. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in **Form ISR-3** or **SH-14** as the case may be. Members are requested to submit the said form to their DP in case the shares are held in Demat Form and to the RTA in case the shares are held in physical form.

16. Members desirous of obtaining information/ details about the Financial Statements, are requested to write to the Company at least one week before the meeting, so that proper information can be made available at the time of the meeting. The Members desirous of inspection of documents may write to the Company through E-mail [compliance@wardward.in](mailto:compliance@wardward.in) and the same shall be sent to them electronically.
17. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA of the Company, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Request for consolidation of share certificates shall be processed in dematerialized form.
 

In compliance with the aforesaid MCA and SEBI Circulars, printing and dispatch of physical Annual Reports for the financial year ended 2023-24 to the shareholders has been dispensed off. Hence the Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/ Depositories, unless any member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2023- 24 will also be available on the Company's website <https://wardwizard.in/investor-relations/corporate-announcements/annual-report/> websites of the Stock Exchanges i.e. BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com) and on the Purva Shareregistry (agency for providing the Remote e-Voting facility) i.e. <https://evoting.purvashare.com/>. To support the 'Green Initiative', we request the Members of the Company to register their E-mail Ids with their DP or with the RTA of the Company, to receive documents / notices electronically from the Company in lieu of physical copies. Please note that, in case you have already registered your E-mail Id, you are not required to re-register unless there is any change in your E-mail Id. Members holding shares in physical form are requested to send E-mail at [evoting@purvashare.com](mailto:evoting@purvashare.com) to update their E-mail Ids.
18. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 42nd AGM. For this purpose, the Company has appointed Purva Shareregistry RTA of the company to facilitate voting through electronic means, as the authorized agency. The facility of casting votes by a member using a remote e-voting system on the date of the AGM will be provided by Purva Shareregistry.

19. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of **Monday, September 23, 2024**. Members shall have one vote for every one fully paid share of the Company held by them as on the cut-off date. Members can vote for their entire voting rights as per their discretion.
20. Members who are present in the meeting through **VC / OAVM** and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
21. Members are informed that in case of joint holders attending the Meeting, only such joint holder whose name stands first in the Register of Members of the Company/ list of Beneficial Owners as received from NSDL/Central Depository Services (India) Limited ("CDSL") (collectively referred to as "Depositories") in respect of such joint holding will be entitled to vote.
22. **Mr. Kamal A Lalani, Practicing Company Secretary (Membership No. A37774 and COP no. 25395)**, Vadodara, Gujarat has been appointed as "Scrutinizer" to scrutinize the E-Voting process and voting at the AGM in a fair and transparent manner and he has communicated his willingness to be appointed.
23. In pursuance of Section 112 and Section 113 of The Companies Act, 2013 ("the Act"), representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/ OAVM and cast their votes through e-voting. Institutional / Corporate Members intending to appoint an Authorized Representative to attend and vote on their behalf at the AGM are required to send a scanned copy (PDF/ JPG format) of its Board or Governing body resolution/ authorization letter etc. authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting at least 48 hours before the AGM. The said resolution/authorization shall be sent to the scrutinizer by e-mail through its registered e-mail address to [cskamal2014@gmail.com](mailto:cskamal2014@gmail.com) or upload on the VC portal/e-voting portal i.e., <https://evoting.purvashare.com/>
24. Members are requested to note that the Company's equity shares are under compulsory demat trading for all class of investors, as per the provisions of the SEBI Circular dated May 29, 2000. Members are therefore advised in their own interest to dematerialise their physical shareholding to avoid inconvenience and for better servicing by the Company.
25. Members who have not encashed dividend warrant(s) for the subsequent years are hereby informed that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated 03rd November, 2021 and subsequent Circulars issued in this regard, the latest being SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated 17th November, 2023 mandated that with effect from 01st April, 2024, dividend shall be paid only through electronic mode to Members holding shares in physical form if the folio is KYC compliant. A folio will be considered as KYC compliant on registration of all details viz. full address with pin code, mobile no., email id, bank details, valid PAN linked to Aadhaar of all holders in the folio, Nomination etc. For more information kindly refer note no 9. B
26. In accordance with the prevailing provisions of the Income Tax Act, 1961, dividend is taxable in the hands of the Members and the Company is required to deduct tax at source (TDS) at the prescribed rates on the dividend paid to its shareholders. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. Therefore, the members are requested to update their PAN to avoid deduction of tax at higher rate and Members are requested upload applicable documents such as Form 15G/15H, documents u/s. 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax Certificate by visiting on the Company's Registrar & Share Transfer Agents, Purva Share Registry (I) Private Limited at [www.purvashare.com](http://www.purvashare.com).
27. Members may kindly note that in accordance with SEBI Master Circular for Online Resolution of Disputes in the Indian Securities Market bearing no. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated 31st July, 2023 (as amended from time to time), the Company has registered on the SMART ODR Portal (Securities Market Approach for Resolution through Online Disputes Resolution Portal). SEBI has specified that a shareholder shall first take up his/ her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity or its RTA and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the SMART ODR Portal. This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution Institutions for addressing complaints. Members may feel free to utilize this online conciliation and/or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company (including RTA). Members can access the SMART ODR Portal via the following link: <https://smartodr.in/login> and the same can be accessed through Company's Website at <https://wardwizard.in/>
28. **Investor Grievance Redressal:-** The Company has designated an E-mail Id [compliance@wardwizard.in](mailto:compliance@wardwizard.in) to enable investors to register their complaints, if any.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER: -**

- (i) The voting period begins on **Thursday, 26th September, 2024 (9:00 A.M. IST) and ends on Sunday, 29th September, 2024 (17:00 P.M. IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, 23rd September 2024 may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <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 and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 held 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**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. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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 toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on "Shareholder/Member" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) or [www.evoting.nsd.com](http://www.evoting.nsd.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

5) If you are a first-time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth in (dd/mm/yyyy) format as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (vi) After entering these details appropriately, click on "**SUBMIT**" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVENT NO. for the relevant Wardwizard Innovations & Mobility Limited on which you choose to vote.
- (x) On the voting page, you will see "**RESOLUTION DESCRIPTION**" and against the same the option "**YES/NO/ABSTAIN**" for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (xi) Click on the "**NOTICE FILE LINK**" if you wish to view the Notice.
- (xii) After selecting the resolution, you have decided to vote on, click on "**SUBMIT**". A confirmation box will be displayed. If you wish to confirm your vote, click on "**OK**", else to change your vote, click on "**CANCEL**" and accordingly modify your vote.
- (xiii) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the "Custodians / Mutual Fund" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [evoting@purvashare.com](mailto:evoting@purvashare.com)
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [compliance@wardwizard.in](mailto:compliance@wardwizard.in) , if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least seven (07) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven (07) days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at Company email id i.e. [compliance@wardwizard.in](mailto:compliance@wardwizard.in) .These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/ EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/ AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022- 022-49614132 and 022-35220056.

## ANNEXURE TO NOTICE

## ADDITIONAL INFORMATION

As required under Clause 1.2.5 of Secretarial Standard – 2 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**ITEM 3: To appoint a Director in place of Mrs. Sheetal Mandar Bhalerao (DIN: 06453413) Non- Executive Non-Independent Director, who retires by rotation and being eligible, offers herself for re- appointment.**

**Details of Director Retiring by Rotation/seeking re-appointment at the Ensuing Annual General Meeting**

**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).**

Name of Director	Sheetal Mandar Bhalerao
DIN	06453413
Father's Name	Ekesh Pannalal Jani
Date of Birth & Age	02-05-1978 & Age: 46 years
Nationality	Indian
Date of First Appointment on Board	20th May, 2022
Appointment/ Re-appointment	Re- Appointment
Terms of Remuneration	-
Brief Profile/ Qualification, Functional Expertise and Experience	Mrs. Sheetal Bhalerao is a seasoned HR professional with over 18 years of experience. She holds an MBA in Human Resource Management from the University of South Australia. With a proven track record in leadership roles across various industries, Mrs. Bhalerao is known for her strategic thinking, people management skills, and commitment to teamwork. She is one of the distinguished personalities who has proved her mettle in the corporate industry and associated with many Leadership Roles in the industry.
Terms and conditions of appointment/ reappointment	—
Remuneration last drawn (including sitting fees, if any) / Remuneration proposed to be paid	NIL
Shareholding in the company as on date of this report (including shareholding as a beneficial owner)	NIL
Relationship with other Board members or KMP	Mrs. Sheetal Mandar Bhalerao is Business Partner of Mr. Yatin Sanjay Gupte ( Promoter & Managing Director)
Number of meetings of the Board attended during the year (FY 2023-24)	Financial Year 2023-2024: During the Financial year 2023-2024, Mrs. Sheetal Mandar Bhalerao has attended eleven (11) Board Meetings.
Directorship in other Companies	1. Wardwizard Foods And Beverages Limited 2. Wardwizard Healthcare Limited 3. R-Rechord Reverie Private Limited 4. Wardwizard Medicare Private Limited 5. Priority Global Solutions Private Limited (Strike Off)
Membership/Chairmanship of Committees of other public companies	<b>Wardwizard Healthcare Limited (Formerly Known As Ayoki Merchantile Limited)</b> A. Nomination & Remuneration Committee- Member <b>Wardwizard Foods &amp; Beverages Limited</b> Stakeholder Relationship Committee- Member
Name of other listed Companies, where she is Director	1. Wardwizard Foods And Beverages Limited 2. Wardwizard Healthcare Limited
List of Listed Companies in which Memberships/ Chairmanships of Board Committees held including this listed entity	<b>Wardwizard Innovations &amp; Mobility Limited</b> a. Nomination & Remuneration Committee- Member b. Corporate Social Responsibility Committee- Member c. Risk Management Committee- Member <b>Wardwizard Healthcare Limited (Formerly Known As Ayoki Merchantile Limited)</b> a. Nomination & Remuneration Committee- Member <b>Wardwizard Foods &amp; Beverages Limited</b> Stakeholder Relationship Committee- Member
Listed entities from which she has resigned in the past three years	NIL

**ITEM 4: TO CONSIDER THE RE-APPOINTMENT OF M/S VCA & ASSOCIATES, CHARTERED ACCOUNTANT (FIRM REGISTRATION NO. 114414W), VADODARA, GUJARAT, AS STATUTORY AUDITORS OF THE COMPANY AND AUTHORIZED BOARD OF DIRECTORS TO FIX THE REMUNERATION, AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS, THE FOLLOWING ORDINARY RESOLUTION:**

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), though statutorily not required in terms of Section 102 of the Act.

The Members at the 38th Annual General Meeting ('AGM') of the Company held on September 30, 2020, had ratified the appointment of **M/S. VCA & Associates, Chartered Accountants (Firm Registration No. 114414W), Vadodara, Gujarat** as the Statutory Auditors of the Company (appointed in the Extraordinary General Meeting held on 18th January, 2020) to hold office w.e.f. 09th October, 2019 till the conclusion of Annual General Meeting held in the Financial Year 2024.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, at their meeting held on 31st August, 2024, have recommended, the re-appointment of **M/s. VCA & Associates (Firm Registration No. 114414W), Vadodara**, as the Statutory Auditors of the Company, for the second consecutive term of five (05) years from the conclusion of ensuing 42nd AGM till the conclusion of 47th AGM of the Company to be held in the year 2029, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors, subject to the approval of the Shareholders at the ensuing AGM.

M/S. VCA & Associates have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

The Proposed remuneration to be paid to **M/S. VCA & Associates** for audit services for the Financial Year 2024-2025 is ₹ 5,00,000/- (₹ Five lacs only) plus applicable taxes and out-of-pocket expenses.

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms.

The Audit Committee and the Board of Directors shall consider approval of revisions to the remuneration of the Statutory Auditors for the remaining part of the tenure. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 4 of the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends the **Ordinary Resolution** set forth at Item No. 4 of the Notice for approval of the Members.

**EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013**

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the business mentioned under Items No. 5, 6, 7, 8, 9, 10 of the accompanying Notice dated 31st August, 2024.

Background for the explanatory statements for Item No. 5 and 6:

The company is committed to advancing its product development, enhancing operational capabilities, and expanding international sales. These efforts aim to position the company favorably against competitors and facilitate global growth across both automotive segments.

To support the successful execution of ongoing major projects, meet working capital needs, and maintain the capacity for future investments, the company plans to secure additional short- to medium-term capital. We strive to uphold an optimal capital structure that aligns with our business needs, operational dynamics, and cash flow, while also minimizing capital costs. To this end, we are seeking shareholder approval for an increase in our borrowing capacity.

**ITEM NO. 5: TO APPROVE THE INCREASE IN BORROWINGS IN EXCESS OF PAID-UP CAPITAL AND FREE RESERVES:**

Provisions of Section 180(1)(c) of the Companies Act, 2013 read with the Rules, if any, made there under ("the Act") provide that the Board of Directors of the Company shall not, except with the consent of Members by Special Resolution, borrow money together with the monies already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of its paid up capital, free reserves and securities premium.

The shareholders of the Company passed special resolution at the 41st Annual General Meeting of the Company dated 26th September, 2023 had accorded their consent to the Board of Directors to borrow and create charges/mortgages/hypothecations in respect of the Company's borrowings up to an amount ₹ 3,00,00,00,000/- (Rupees Three Hundred Crore Only). Additionally, the company can borrow up to its paid-up capital and free reserves or through temporary loans of short-term nature.

The Board of Directors of the Company envisages requirement of funds in future to support the business operations of the Company and accordingly, it is proposed to increase the maximum long-term borrowing limit with the consent of the Shareholders in the General Meeting by a Special Resolution, borrow the monies apart from temporary loans (loans viz., means loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for

the purpose of financial expenditure of a capital nature) where the monies to be borrowed together with the monies already borrowed shall not at any time exceed ₹ 4,00,00,00,000/- (**Rupees Four Hundred Crores Only**) from banks, Financial Institution(s), foreign lender(s), anybody corporate entity(ies), authority(ies) or other entities in the ordinary course of business. Hence your approval is sought, to authorize the Board to borrow monies as aforesaid borrowings limits.

In order to pursue the growth plans of the Company, it is proposed to enhance the Company's borrowing limits (excluding any temporary loans) and consequent limits of charge creation/ mortgages shall not at any time exceed ₹ 4,00,00,00,000/- (**Rupees Four Hundred Crores Only**).

Keeping in view the future plans of the Company, the ongoing large project and as a measure of achieving greater financial flexibility and to enable optimal financing structure to take care of expected business and growth plans of the Company, the Board of Directors in its meeting held on 31st August, 2024 has approved borrowings which shall not at any time exceed the limit of ₹ 4,00,00,00,000/- (**Rupees Four Hundred Crores Only**) and also to create charge on the assets of the Company to secure the said borrowings and proposed seeking the Shareholders approval for giving authorization to Board of Directors under **Section 180(1)(c)** of the Companies Act, 2013.

The Company intends to borrow from time to time, any sum or sums of monies (fund based and non-fund-based facilities) at its discretion from any one or more Banks and/ or Financial Institutions and/or any other lending institutions or other entities in India or abroad and/or Bodies Corporate, any individual with or without security and upon such terms and conditions as may be considered suitable by the Company.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution 5 except to the extent of their Directorships and Shareholding in the Company (if any).

The consent of the Shareholders is sought for passing a Special Resolution as set out at **Item No. 5** of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the Shareholders of the Company as a Special Resolution.

**ITEM NO. 6: CREATION OF CHARGES, MORTGAGES, HYPOTHECATION ON THE IMMOVABLE AND MOVABLE PROPERTIES OF THE COMPANY UNDER SECTION 180(1) (A) OF THE COMPANIES ACT, 2013**

According to the provisions of **Section 180(1)(a)** of the Act, creation of charge, mortgage or hypothecation on the assets of the Company in connection with borrowing as mentioned in **Item No. 5** above shall require approval of Shareholders by Special Resolution.

In view of the Company proposal, subject to the approval of the Shareholders, to borrow up to an amount ₹ 4,00,00,00,000 (**Rupees Four Hundred Crores Only**) by way of fund based and non-fund based facilities from any one or more Banks any individual and/ or Financial Institutions and/or any other lending institutions or other entities in India or abroad and/or Bodies Corporate, whether by way of loan, commercial paper, term loan, financing or bill discounting, advance, inter-corporate bonds, debentures, external commercial borrowings, financial or credit facility, or other debt instruments, or otherwise requires

to be secured by way of charge through lien / hypothecation / mortgage / pledge / security over all or any part of the movable and / or immovable asset of the Company.

The provisions of **Section 180 (1) (a)** of the Act, states that the mortgage or charge on all or any part of the movable and /or immovable asset of the Company, may be deemed as disposal of the whole, or substantially the whole, of the undertaking of the Company and hence the approval of the Shareholders of the Company is required by way of a Special Resolution as set out at **Item No. 6** of the Notice.

Further, in order to secure the borrowings, the Company may be required to create security by way of mortgage/ charge/ hypothecation on its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over control of the said assets and properties of the Company. Since creation of charge on properties and assets of the Company with the right of taking over the control in certain events of default may be considered to be a sale/ lease/ disposal of the Company's undertaking within the meaning of **Section 180(1) (a)** of the Companies Act, 2013, it is proposed to seek approval of the shareholders of the Company for limits not exceeding to ₹ 4,00,00,00,000 (**Rupees Four Hundred Crores Only**).

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned **resolution no. 6** except to the extent of their Directorships and Shareholding in the Company (if any).

The consent of the Shareholders is sought for passing a **Special Resolution** as set out at **Item No. 6** of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the Shareholders of the Company as a Special Resolution.

**ITEM NO. 07: AUTHORISATION TO ADVANCE ANY LOAN OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013**

As per the provisions of **Section 185** of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person.

In terms of the amended **Section 185** of the Act, a company may advance any loan including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that:

- Special Resolution is passed by the Company in general meeting
- The loans are utilized by the borrowing company for its principal business activity.

The management is of the view that the Company may be required to invest surplus funds, if available in its wholly owned subsidiary Companies or to any other body corporate(s) in which the Directors of the Company are interested, as and when required.

Hence, as an abundant caution, the Board decided to seek approval of the shareholders pursuant to the amended provisions of Section 185 of the Act to advance any loan, including any loan represented by book debt, to its subsidiary company(ies) (Indian or overseas) or other body corporate(s) in whom any of the Directors of the Company is interested or to give guarantee or provide any security in connection with any loans/debentures / bonds etc. raised by its subsidiary company(ies) (Indian or overseas) or other body corporate(s) or entities in whom any of the Directors of the Company is interested up to an aggregate amount of approved by the shareholder of the Company under Section 186 of the Company Act, 2013 over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more.

The shareholders of the Company passed special resolution at the 40th Annual General Meeting of the Company dated 30th August, 2022 had accorded their consent to the Board for borrowing up to ₹ 1,00,00,00,000 (Rupees One Hundred Crore Only), Now it is proposed to increase the loan amount to be lent and will be used by the borrowing Company for the purpose of its principal business activity by the Board shall not at any time exceed **₹ 1,50,00,00,000 (Rupees One Hundred And Fifty Crores Only)**.

None of the Directors or Key Managerial Personnel or their relative(s) or any of other officials of the Company as contemplated in the provisions of Section 102 of the Act, is / are in any way concerned or interested, in passing of the above-mentioned resolution 7 except to the extent of their Directorships and Shareholding in the Company (if any).

The consent of the Shareholders is sought for passing a Special Resolution as set out at Item No. 7 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the Shareholders of the Company as a Special Resolution.

**ITEM NO. 8: TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly:

- (a) Give any loan to any person or other body corporate;
- (b) Give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) Acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding sixty percent (60%) of its paid-up share capital, free reserves and securities premium account or one hundred percent (100%) of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186(3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186(2) of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary.

In terms of Rule No.11(1) of the Companies (Meeting of Board and its Powers) Rules ('Rules'), where a loan or guarantee is

given or security has been provided by a company to its wholly-owned subsidiary or a joint venture, or acquisition is made by a holding company, by way of subscription of securities of its wholly owned subsidiary, the requirement of Section 186(3) of the 'Act' shall not apply, however it will be included for the purpose of overall limit in the normal course of business, the Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186(2) of the 'Act'.

The Company has been making investments in, giving loans and guarantees and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary or associates, if any) for the purpose of their business activities, from time to time, in compliance with the applicable provisions of the Act. The Board of Directors intends to provide loan, investment, guarantee and security to other person(s) and/or Body Corporate(s) in view of company's strategic plans.

The shareholders of the Company passed special resolution at the 40th Annual General Meeting of the Company dated 30th August, 2022 had accorded their consent to the Board to provide loan, investment, guarantee and security to other person(s) and/or Body Corporate(s) to ₹ 1,00,00,00,000 Crore (Rupees One Hundred Crore Only).

Your company is growing and therefore in order capitulate the various opportunities of the prevailing industry, Board is of view to increase the limit of loan, investment, guarantee and security to other person(s) and/or Body Corporate(s) from ₹ 1,00,00,00,000 Crores (Rupees One Hundred Crore Only) to **₹ 1,50,00,00,000 Crore (Rupees One Hundred and Fifty Crore Only)**.

Accordingly, it is proposed to seek prior approval of Members vide an enabling Resolution to provide loans, guarantees and make investments up to a sum of ₹ 150,00,00,000 Crores (Rupees One Hundred and Fifty Crores Only) over and above the aggregate of free reserves and securities premium account of the Company at any point of time.

The Board of Directors recommends resolution as set out in item No. 8 for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors or Key Managerial Personnel or their relative(s) or any of other officials of the Company as contemplated in the provisions of Section 102 of the Act, is / are in any way concerned or interested, in passing of the above-mentioned resolution 8 except to the extent of their Directorships and Shareholding in the Company (if any).

The consent of the Shareholders is sought for passing a Special Resolution as set out at Item No. 8 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the Shareholders of the Company as a Special Resolution.

**ITEM NO. 9: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013, REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015 AND IND AS- 24:**

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of

members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Pursuant to the amended Regulation 23 of the SEBI Listing Regulation, effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1,000 crore (Rupees One thousand crores) or 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

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

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

The Shareholders' approval sought for the Material Related Party Transactions entered as given in Item No. 9 shall be valid up to the date of next AGM.

The Audit Committee and Board at its meeting on the basis of relevant details provided by the management, as required by the law, at its meeting held on 31st August, 2024, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Moreover, the estimated value of the transaction(s) relating to sale, purchase or supply of any good(s) or material(s), selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any service(s), appointment of agent for purchase or sale of good(s), material(s), service(s) or property or otherwise disposing of any goods, materials or

property or availing or rendering of any services, borrowings/ lending of loans and advances, to give premises on rent, to give donation, to give inter corporate, transfer of any resources, services or obligations on such term(s) and condition(s) as the Board of Directors may deem fit or appointment of such related party to any office or place of profit in the Company for an amount during the financial year 2024-25 are likely to exceed the threshold prescribed under Section 188 of The Companies Act, 2013, read with the rules made there and under Regulation 2 (zc) & 23 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Indian Accounting Standard (IND AS) 24 and will be considered material and therefore would require the approval of shareholders of the Company by an Ordinary Resolution.

The definition of related party is in pursuance with section 2(76), 2(77) of The Companies Act, 2013 read with rules made thereunder and Regulation 2(zb), 2 (zd) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The said transaction(s)/ contract(s)/ arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Shareholders.

The Shareholders may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the resolution set out at Item No. 9.

None of the Directors / Key Managerial Personnel/ Promoter except Mr. Yatin Gupte, Managing Director, Mr. Sanjay Gupte, Executive Director and Mrs. Sheetal Mandar Bhalerao, Non-Executive Non-Independent Director, Wardwizard Solutions India Private Limited, (Promoter), Aevas Business Solutions Private Limited (Promoter), Garuda Mart India Private Limited (Promoter) are concerned or interested, financially or otherwise in the resolution except to the extent of their shareholding in the Company, if any.

As per the SEBI Listing Regulations, all related parties of the Company, whether a party to the proposed transaction(s) or not, shall abstain from voting on the said resolution

The consent of the Shareholders is sought for passing an Ordinary Resolution as set out at Item No. 9 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the Shareholders of the Company as an Ordinary Resolution.

**Information required to be disclosed in the Explanatory Statement for Item Nos. 9 pursuant to the SEBI Master Circular No. SEBI/ HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2021/662 dated November 22, 2021, are as follows:**

**Material Related Party Transactions by the Company**

Particular of Material related party transactions between Wardwizard Innovations & Mobility Limited and Wardwizard Properties Holdings Private Limited

SR NO.	DESCRIPTION	PARTICULARS
1.	Name of the related party	Wardwizard Properties Holdings Private Limited ("hereinafter referred as WPHPL")
2.	Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mr. Yatin Sanjay Gupte, Chairman & Managing Director and Mr. Sanjay Mahadev Gupte, Executive Director are Common Directors
3.	Type of the proposed transaction	<ul style="list-style-type: none"> <li>Leasing of property</li> <li>Any transfer of resources, services or obligations to meet its objectives/requirements.</li> </ul> Any other transactions as specified in the Explanatory Statement
4.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of ₹ 150,00,00,000 (Rupees One Hundred and Fifty Crore) through contracts/arrangements/ Memorandum of Understanding and shall be valid up to the date of next AGM.
5.	Particulars of the proposed transaction	As provided in Serial Number 3 above
6.	Value of the proposed transaction	As provided in Serial Number 4 above
7.	Name of Director(s) or Key Managerial Personnel who is related, if any.	Mr. Yatin Sanjay Gupte (Chairman & Managing Director) & Mr. Sanjay Mahadev Gupte (Executive director) are common Directors of the related Company.
8.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Value of the proposed transaction represents 47.27% of the consolidated turnover of the Company for FY 2023-24.
Following additional disclosures to be made in case of loans, inter-corporate loans & advances or investments made or given		
7.	i. details of the source of funds in connection with the proposed transaction, ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> <li>nature of indebtedness.</li> <li>cost of funds; and</li> <li>tenure.</li> </ul> iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security and iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Please refer Serial Number 7 (iii) below Not Applicable Loans, inter-corporate loans & advances or investments made or given, on the same terms as may be decided by the Board as it deems fit As provided in Serial Number 7 (iii) above

SR NO.	DESCRIPTION	PARTICULARS
8.	Justification as to why the RPT is in the interest of the listed entity.	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity.
9.	A copy of the valuation or other external party report, if any such report has been relied upon.	--
10.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	NIL
11.	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

#### ITEM NO 10: TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

As the Members of the Company are aware that the Company was incorporated in the year 1982 under the provisions of the Companies Act, 1956 and hence, the existing Articles of Association ("existing AOA") of the Company are based on the provisions of the Companies Act, 1956 and further amendments were adopted, from time to time, over the past years.

In order to bring existing AOA of the Company in line with the provisions of the Act, the Company is required to carry-out numerous changes in the existing AOA and hence it is considered desirable to adopt a comprehensive new set of Articles of Association of the Company ("New Articles") in substitution of and to the exclusion of the existing AOA.

Accordingly, The Board at its meeting held on Saturday, **31st August, 2024** approved and recommended, subject to approval of the Members of the Company, the adoption of new set of Articles of Association of the Company in substitution of existing AOA to make it consistent and align it with the provisions of the Act and the Rules made thereunder, as set out in the Special Resolution at item no. 10 of this Notice.

As per the provisions of Section 14 and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014, approval of the Members of the Company by way of a Special Resolution is required for adoption of new AOA in substitution of existing AOA.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Corporate Office of the Company during the office hours on any working day, except Sundays, between 10.00 a.m. to 5.00 p.m. till the conclusion of the Annual General Meeting.

The Board recommends passing of the resolution set out at Item No. 10 for the approval of the members of the Company by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, financially or otherwise, either directly or indirectly in passing of the said Special Resolution, save and except to the extent of their respective interest as shareholders of the Company.

In the opinion of the Board, the proposed special resolution is in the interest of the Company and its shareholders and therefore, recommend passing of the special resolution as set out in item no. 10 of this Notice

For Wardwizard Innovations & Mobility Limited,

Sd/-  
**Jaya Ashok Bhardwaj**  
 Company Secretary & Compliance Officer