

Date: 27-02-2025

BY E- FILING

BSE Limited
Corporate Relations Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001

Ref: - Wardwizard Foods and Beverages Limited
Script Code: 539132

Sub: Outcome of Board Meeting of Wardwizard Foods and Beverages Limited ("the Company") held on Thursday, 27th February, 2025 under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

Dear Sir/Madam,

With reference to above, we wish to inform the Exchanges that the Board of Directors of the Company in its meeting held on **Thursday, 27th February, 2025** has transacted and approved the following matters, inter alia:

1. Adoption of new set of Articles of Association ('AOA') of the Company, subject to the approval of shareholders.
Brief details with respect to adoption of new set of Article of Association of the Company is enclosed in **Annexure- A**.
2. Appointment of Mr. Kamal A. Lalani, Peer Reviewed Practicing Company Secretary, as Secretarial Auditor of the Company, pursuant to the provisions of Regulation 24A of Listing Regulations, as amended ("SEBI Listing Regulations") and Section 204 of the Companies Act, 2013 read with Rule 8 of the Companies (Meetings of Board and its powers) Rules, 2014 and based on the recommendation of the Audit Committee and the Directors of the Company, for undertaking the Secretarial Audit of the Company for the one & first term of five (5) Consecutive years, for the Financial Year w.e.f 1st April, 2025 to 31st March, 2030, subject to Shareholders Approval in ensuing Annual General Meeting of the Company.

Details with respect to Regulation 30 read with Para A(7) of Part A of Schedule III of the Listing Regulations vide its Master Circular No SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 is enclosed provided in **Annexure – B**.

The aforesaid Outcome of the Board meeting held today is also being made available on the Company's website at www.wardwizardfoods.com.

The meeting of Board of Directors was commenced at 02:30 PM (IST) & concluded at 03:20 PM (IST).

Kindly take a note of the same and bring the same to the notice of investors and members.

Thanking you,

For Wardwizard Foods and Beverages Limited

Bhoomi Talati
Company Secretary & Compliance Officer

Encl. : As above.

Annexure- A

Details with respect to Regulation 30 read with Para A (14) of Part A of Schedule III of the Listing Master Circular No SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024

Brief Details with respect to adoption of new set of Articles of Association ("AOA") of the Company:

Particulars	Details
Adoption of new set of Articles of Association ("AOA") of the Company as per Companies Act, 2013	<p>Upon enactment of the Companies Act, 2013 ("the Act"), the Articles of Association of the Company needs to be re-aligned as per the provisions of the Act. Hence it is recommended and approved by the Board of Directors of the Company at its meeting held today i.e 27th February, 2025 to adopt a new set of Articles of Association ("AOA") in line with the Companies Act, 2013, in place of and to the exclusion of existing Articles of Association of the Company.</p> <p>In order to bring the existing AOA of the Company in line with the provisions of the new Act, the Company will have to make numerous changes in the existing AOA. It is therefore 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.</p>

Annexure- B

Details with respect to Regulation 30 read with Schedule III of the Listing Regulations, Master Circular No SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024

Appointment of Mr. Kamal A. Lalani, Peer Reviewed Practicing Company Secretary as Secretarial Auditor of the Company:

Particulars	Details
Name of Secretarial Auditor	Mr. Kamal A. Lalani, Peer Reviewed Practicing Company Secretary from Vadodara.
Reason for Change viz appointment, Resignation, removal, death or otherwise	Appointment to comply with the provisions of the Section 204 of the Companies Act, 2013 and Regulation 24A of the Listing Regulations.
Date of Appointment & Terms of Appointment	With effect from Tuesday, 1 st April, 2025 to conduct the Secretarial Audit for the one & first term of 05 (five) Consecutive years effective from April 1, 2025 to 31 st March, 2030 subject to the shareholder approval in ensuing Annual General Meeting of the Company. Term of Appointment : 05 (Five) Consecutive Years
Brief Profile	<p>Name of Secretarial Auditor: CS Kamal A Lalani (Proprietor) is an Associate Peer Reviewed Member of Institute of Company Secretaries of India (ICSI). Membership No: A37774 COP No: 25395 Peer review No: 3215/2023</p> <p>Auditor's Brief Profile: He is having significant experience of around 10 years in the field of Corporate Laws, Foreign Exchange Management Act (FEMA), Securities and Exchange Board of India (SEBI), Stock Exchanges, Due Diligence and also worked with multinational companies. At present, he is taking care of Secretarial Audit, Due Diligence and IPO Work etc. He is a Graduate with Honours in Commerce, an Associate Member of the Institute of Company Secretaries of India. He is often invited at various forums for giving deliberating lectures and sharing his views on various topics in the field of corporate laws.</p>
Disclosure of relationship between Directors (in case of appointment of a Director)	Not Applicable