

Date: 27-09-2024

To,
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001

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

Subject: Voting Results as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

This is to inform you that that Annual General Meeting ('AGM') of the Company was held on **Wednesday, 25th September, 2024** through Video conferencing (VC) at 03:00 P.M and concluded at 03:32 P.M.

In this connection, please find enclosed the following;

- Voting Result as required under Regulation 44 of SEBI (LODR), Regulations.
- Scrutinizer Report dated **26th September, 2024**.

Kindly take the above intimation in your record.

Thanking You
For Wardwizard Foods and Beverages Limited

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TALATI**

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**Bhoomi Talati
Company Secretary & Compliance Officer**

Voting Results

Date of the AGM/EGM/Notice of Postal Ballot	25-09-2024
Record date	18-09-2024
Total number of shareholders on record date	20,575
No. of shareholders present in the, meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	-- 41

Resolution required: (Ordinary/ Special)			Item No. 1 – Adoption of the Audited Financial Statements as at 31 st March, 2024					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	No. of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13,71,05,212	13,49,04,212	98.3947	13,49,04,212	0.00	100.00	0.00
	Poll	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	13,71,05,212	13,49,04,212	98.3947	13,49,04,212	0.00	100.00	0.00
Public-Institutions	E-Voting	0.00	0.00	0.00	0.00	0.00	0.0000	0.0000
	Poll	0.00	0.00	0.00	0.00	0.00	0.0000	0.0000
	Postal Ballot	0.00	0.00	0.00	0.00	0.00	0.0000	0.0000
	Total	0.00	0.00	0.00	0.00	0.00	0.0000	0.0000
Public-Non Institutions	E-Voting	12,00,34,788	10,10,059	0.8415	10,06,790	3,269	99.6764	0.3236
	Poll	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	12,00,34,788	10,10,059	0.8415	10,06,790	3,269	99.6764	0.3236
Total		25,71,40,000	13,59,14,271	52.8561	13,59,11,002	3,269	99.9976	0.0024

Resolution required: (Ordinary/ Special)			Item No. 2 –Appointment of Mrs. Sheetal Mandar Bhalerao (DIN: 06453413) as a Director liable to retire by rotation.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13,71,05,212	13,49,04,212	98.3947	13,49,04,212	0.00	100.00	0.00
	Poll	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	13,71,05,212	13,49,04,212	98.3947	13,49,04,212	0.00	100.00	0.00
Public-Institutions	E-Voting	0.00	0.00	0.00	0.00	0.00	0.0000	0.0000
	Poll	0.00	0.00	0.00	0.00	0.00	0.0000	0.0000
	Postal Ballot	0.00	0.00	0.00	0.00	0.00	0.0000	0.0000
	Total	0.00	0.00	0.00	0.00	0.00	0.0000	0.0000
Public-Non Institutions	E-Voting	12,00,34,788	10,10,059	0.8415	10,03,766	6293	99.3770	0.6230
	Poll	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	12,00,34,788	10,10,059	0.8415	10,03,766	6293	99.3770	0.6230
Total		25,71,40,000	13,59,14,271	52.8561	13,59,07,978	6293	99.9954	0.0046

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Resolution required: (Ordinary/ Special)			Item No. 3.-To appoint Mr. Nihar Ashokbhai Naik (DIN:08302107) as Non-Executive Independent Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13,71,05,212	13,49,04,212	98.3947	13,49,04,212	0.00	100.00	0.00
	Poll	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	13,71,05,212	13,49,04,212	98.3947	13,49,04,212	0.00	100.00	0.00
Public-Institutions	E-Voting	0.00	0.00	0.00	0.00	0.00	0.0000	0.0000
	Poll	0.00	0.00	0.00	0.00	0.00	0.0000	0.0000
	Postal Ballot	0.00	0.00	0.00	0.00	0.00	0.0000	0.0000
	Total	0.00	0.00	0.00	0.00	0.00	0.0000	0.0000
Public-Non Institutions	E-Voting	12,00,34,788	10,10,059	0.8415	10,03,812	6247	99.3815	0.6185
	Poll	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	12,00,34,788	10,10,059	0.8415	10,03,812	6247	99.3815	0.6185
Total		25,71,40,000	13,59,14,271	52.8561	13,59,08,024	6247	99.9954	0.0046

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Resolution required: (Ordinary/ Special)			Item No. 4 – Approval for Material Related Party Transaction (s) under section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13,71,05,212	*0.00	0.00	*0.00	0.00	0.00	0.00
	Poll	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	13,71,05,212	0.00	0.00	0.00	0.00	0.00	0.00
Public-Institutions	E-Voting	0.00	0.00	0.00	0.00	0.00	0.0000	0.0000
	Poll	0.00	0.00	0.00	0.00	0.00	0.0000	0.0000
	Postal Ballot	0.00	0.00	0.00	0.00	0.00	0.0000	0.0000
	Total	0.00	0.00	0.00	0.00	0.00	0.0000	0.0000
Public-Non Institutions	E-Voting	12,00,34,788	10,10,059	0.8415	10,03,812	6,247	99.3815	0.6185
	Poll	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	12,00,34,788	10,10,059	0.8415	10,03,812	6,247	99.3815	0.6185
Total		25,71,40,000	10,10,059	0.3928	10,03,812	6,247	99.3815	0.6185

Note: *Mr. Yatin Sanjay Gupte, (Director) holding 6,29,52,106 equity shares, Mrs.Sheetal Mandar Bhalerao (Managing Director) holding 3,39,76,053 Equity shares, M/s. Wardwizard Solution India Private Limited Holding 3,64,76,053 Equity shares and Mr. Sojan Avirachan (Promoter Group) holding 15,00,000 Equity shares are related party in the above mentioned resolution, hence e-voting done by them are not considered as valid votes.

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Kamal A. Lalani
(ACS & B.Com)
Practicing Company Secretary

C -41, Vrajbhoomi Society, B/h Yash Complex, Gotri Road, Vadodara-390021 Gujarat, India
(M) + 91-8200411189, Email: cskamal2014@outlook.com

COMBINED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and
The Companies (Management and Administration) Rules, 2014, as amended and
Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015]

To,

The Chairman,

of 70th Annual General Meeting of the Members of

WARDWIZARD FOODS AND BEVERAGES LIMITED

(CIN: L15100WB1953PLC021090)

Held on Wednesday, 25th September 2024, at 03:00 P.M. (IST)

Through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM").

Dear Sir,

1. I, Kamal A Lalani, Practicing Company Secretary, having office at C- 41, Vrajbhoomi Society, B/y Yash Complex, Gotri Road, Vadodara 390021, Gujarat, India, have been appointed as a Scrutinizer by the Board of Directors of **Wardwizard Foods And Beverages Limited** ("the Company") at their Meeting held on **25th September, 2024** for the purpose of scrutinizing the e-voting process i.e. remote e-voting and electronic voting during the 70th Annual General Meeting of the Company ("AGM"), under the provisions of Section 108 of the Companies Act, 2013 ("The Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("The Rules") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.



CS KAMAL A LALANI


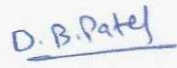
PRACTICING COMPANY SECRETARY

2. The Notice dated **31st August, 2024** as confirmed by the Board of Directors of the Company was sent to the members in respect of the below mentioned Resolutions, passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company / Depositories, in compliance with the MCA General Circular No. 14/2020 dated 08th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 05th May, 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 02/2021 dated 13th January, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated 05th May, 2022, 10/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 (collectively referred to as "SEBI Circulars").
3. The Company had availed e-voting facilities both for the remote e-voting facility and e-voting at the AGM provided by National Securities Depository Limited ("NSDL"). The remote e-voting period commenced at 9:00 a.m. (IST) on Sunday, the 22nd of September, 2024 and ended on 5:00 p.m. (IST) on Tuesday, the 24th of September, 2024. The Company had provided facilities of remote e-voting and e-voting at the Meeting by members to exercise their right to vote.
4. The members of the Company holding shares as on the cut-off date i.e. **Wednesday, 18th September, 2024**, were entitled to vote on the Resolutions as contained in the Notice of the AGM.
5. After the conclusion of voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked in the



CS KAMAL A LALANI
PRACTICING COMPANY SECRETARY

presence of the following two witnesses who are not in the employment of the Company, namely: -

Sr. No.	Name of Witness	Signature of Witness
1	Meenakshi Konkar	
2	Dhrumil Patel	

6. I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the data downloaded from NSDL e-voting system.
7. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to voting through electronic means by remote e-voting and e-voting at the AGM for the Resolutions contained in the Notice to the 70th AGM of the Company. My responsibility as a Scrutinizer for the process of electronic means by remote e-voting and e-voting at the AGM is restricted to make Scrutinizer's Report of votes cast "in favour" or "against" the Resolutions stated in the Notice, based on the reports generated from the e-voting system provided by NSDL, the agency authorized under the Rules.
8. The attendance of Forty One (41) members was registered who attended the AGM through VC/OAVM as per the MCA Circulars.
9. I submit herewith my combined Scrutinizer's Report on the results of voting through both the remote e-voting and e-voting at the AGM, based on the data downloaded from NSDL, e-voting system, the total votes cast "in favour" or "against" all the Resolutions proposed in the Notice of the AGM are as under: -



CS KAMAL A LALANI
PRACTICING COMPANY SECRETARY

Resolution No. 1: -

Ordinary Business: -

Ordinary Resolution: -

Adoption of the Audited Financial Statements as at 31st March, 2024:

(i) Voted **in favour** of the Resolution: -

Mode of Voting	Number of Members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	109	13,59,11,002	99.9976%
E-voting at AGM conducted through VC	0	0	0.0000%
Total	109	13,59,11,002	99.9976%

(ii) Voted **against** the Resolution: -

Mode of Voting	Number of members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	11	3,269	0.0024%
E-voting at AGM conducted through VC	0	0	0.0000%
Total	11	3,269	0.0024%

(iii) **Invalid** Votes: -

Mode of voting	Total number of members whose votes were declared invalid	Total number of Votes cast by them
Remote E-voting	0	0
E-voting at AGM conducted through VC	0	0
Total	0	0



CS KAMAL A LALANI
PRACTICING COMPANY SECRETARY

Resolution No. 2: -

Ordinary Business: -

Ordinary Resolution: -

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

(i) Voted **in favour** of the Resolution: -

Mode of Voting	Number of Members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	108	13,59,07,978	99.9954%
E-voting at AGM conducted through VC	0	0	0.0000%
Total	108	13,59,07,978	99.9954%

(ii) Voted **against** the Resolution: -

Mode of Voting	Number of members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	12	6,293	00.0046%
E-voting at AGM conducted through VC	0	0	0.0000%
Total	12	6,293	00.0046%

(iii) **Invalid** Votes: -

Mode of Voting	Total number of members whose votes were declared invalid	Total number of Votes
Remote E-voting	0	0
E-voting at AGM conducted through VC	0	0
Total	0	0



CS KAMAL A LALANI
PRACTICING COMPANY SECRETARY

Resolution No. 3: -

Special Business: -

Special Resolution: -

To appoint Mr. Nihar Ashokbhai Naik (DIN: 08302107) as Non-Executive Independent Director:

(i) Voted in favour of the Resolution: -

Mode of Voting	Number of Members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	109	13,59,08,024	99.9954%
E-voting at AGM conducted through VC	0	0	0.0000%
Total	109	13,59,08,024	99.9954%

(ii) Voted against the Resolution: -

Mode of Voting	Number of members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	11	6,247	0.0046%
E-voting at AGM conducted through VC	0	0	0.0000%
Total	11	6,247	0.0046%

(iii) Invalid Votes: -

Mode of Voting	Total number of members whose votes were declared invalid	Total number of Votes
Remote E-voting	0	0
E-voting at AGM conducted through VC	0	0
Total	0	0



CS KAMAL A LALANI
PRACTICING COMPANY SECRETARY

Resolution No. 4: -

Special Business: -

Ordinary Resolution: -

Approval for Material Related Party Transaction(s) under section 188 of the Companies Act, 2013 and Regulation 23 OF SEBI (LODR) Regulations, 2015:

(i) Voted in favour of the Resolution: -

Mode of Voting	Number of Members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	105	10,03,812	99.3815%
E-voting at AGM conducted through VC	0	0	0.0000%
Total	105	10,03,812	99.3815%

(ii) Voted against the Resolution: -

Mode of Voting	Number of members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	11	6,247	0.6185%
E-voting at AGM conducted through VC	0	0	0.0000%
Total	11	6,247	0.6185%

(iii) Invalid Votes: -

Mode of Voting	Total number of members whose votes were declared invalid	Total number of Votes
Remote E-voting	4	13,49,04,212
E-voting at AGM conducted through VC	0	0
Total	4	13,49,04,212

**Above resolution being Material Related Party Transaction in nature, the votes casted by related parties for this resolution have been considered as invalid and not forming part of voting counts pursuant to Reg. 23 of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015.*



CS KAMAL A LALANI
PRACTICING COMPANY SECRETARY

10. It is to be noted:

a. The members who abstained from voting were not considered;

11. The electronic data and all other relevant records relating to the remote e-voting and e-voting at the AGM is under my safe custody and will be handed over to the Company Secretary & Compliance Officer of the Company for safe keeping as provided in the Act read with the relevant rules and regulations.

12. The above- mentioned resolutions are deemed to have been passed with requisite majority.

13. You may accordingly declare the result of above Resolutions for the Annual General Meeting of the Company held on 25th September, 2024.

Thanking You,
Yours faithfully,



DATE: 26TH SEPTEMBER, 2024

PLACE: VADODARA

KAMAL A LALANI

PRACTICING COMPANY SECRETARY

ACS: 37774 (C. P. No.: 25395)

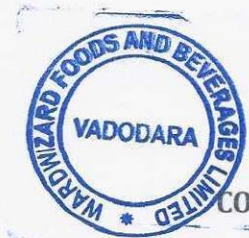
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PEER REVIEW CERT NO: 3215/2023

D.B.

COUNTERSIGNED BY: -

FOR, WARDWIZARD FOODS AND BEVERAGES LIMITED



BHOOMI KETAN TALATI

COMPANY SECRETARY & COMPLIANCE OFFICER

MEMBERSHIP NO: F12828