

Ref: WFBL/BSE/AGM NOTICE FY 24-25/SEPTEMBER-2025

Date: 02-09-2025

BSE Limited
Department of Corporate Services
Ground Floor, P.J Towers,
Dalal Street, Fort,
Mumbai – 400 001

Ref: Wardwizard Foods and Beverage Limited
Scrip Code: 539132

Sub: Submission of Notice of 71ST Annual General Meeting (AGM) for the Financial Year 2024-25.

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, We enclosed herewith Notice of the 71st Annual General Meeting of the Members of the Company schedule to be held on **Thursday, 25th September, 2025 at 03.00 p.m.(IST)** through Video-Conferencing (VC)/ Other Audio Visual Means (OAVM). The said Notice forms part of the Annual Report 2024-2025.

It may be noted that same has been uploaded on the Company's website www.wardwizardfoods.com.

Kindly take the same on record.

Thanking you,

For Wardwizard Foods and Beverages Limited

Bhoomi Talati
Company Secretary & Compliance Officer

Notice

WARDWIZARD FOODS AND BEVERAGES LIMITED

CIN: L15100WB1953PLC021090

Registered Office: Old Nimta Road, Nandan Nagar, Belghoria, Kolkata- 700083

Corporate Office: 418, GIDC Estate, POR, Ramangamadi, Vadodara-391243

E-mail id: compliance@wardwizardfoods.com, **Compliance No:** +91 6355426350

Website: www.wardwizardfoods.com

NOTICE IS HEREBY GIVEN THAT THE 71ST ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF WARDWIZARD FOODS AND BEVARAGES LIMITED ("THE COMPANY") WILL BE HELD ON THURSDAY, 25TH SEPTEMBER, 2025 AT 03:00 PM (IST) THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO-VISUAL MEANS ('OAVM') FACILITY TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

Item No. 1: Adoption of the Audited Standalone Financial Statements As at 31st March, 2025 together with the Report of Board of Directors and the Auditors thereon:

To receive, consider and adopt:

The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025, together with reports of the Board of Directors and Auditors thereon.

Item No. 2: Appointment of Mr. Yatin Sanjay Gupte (DIN: 07261150) as a Director Liable to Retire by Rotation:

To appoint a director in place of **Mr. Yatin Sanjay Gupte (DIN: 07261150)**, who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No: 3 Reappointment of Mrs. Sheetal Mandar Bhalerao (DIN: 06453413) as Managing Director and Chairperson of the Company:

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

"RESOLVED THAT in accordance with the provisions of Sections 2(54), 152, 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the Act) read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from to time (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company and as approved and recommended by the Nomination and Remuneration

Committee, Audit Committee and by the Board of Directors of the Company and subject to such other approvals, permissions and sanctions, as may be necessary, approval of members be and is hereby accorded for the re-appointment of Mrs. Sheetal Mandar Bhalerao (DIN: 06453413), as Managing Director and Chairperson, for a period of 3 years commencing from September 1, 2025 to August 31, 2028 (both days inclusive), liable to retire by rotation, upon such remuneration, terms and conditions as set out in the Explanatory Statement annexed to the Notice convening the Meeting, with liberty to the Board of Directors of the Company ("the Board") (hereinafter referred to as "the Board" which term shall include the Human resources, Nomination and Remuneration Committee of the Board) to alter and vary terms and conditions of his appointment and/or remuneration in such manner as may be agreed to between the Board and Mrs. Sheetal Mandar Bhalerao.

RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the Company has no profits or inadequate profit, Mrs. Sheetal Mandar Bhalerao will be paid remuneration, perquisites and/or allowances as stated in the explanatory statement as minimum remuneration.

RESOLVED FURTHER THAT pursuant to the prescribed provisions of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations, 2015') and other applicable regulations, and subject to the maximum remuneration approved by the members, approval of the Members of the Company be and is hereby accorded for payment of remuneration to Mrs. Sheetal Mandar Bhalerao, Managing Director, Promoter of the Company as per the requirements of Regulation 17(6)(e) of the SEBI Listing Regulations, 2015.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make modification to the terms of re-appointment and/or remuneration and/or agreement with Mrs. Sheetal Mandar Bhalerao as it considers appropriate and/or as may be in accordance with any provisions of the Act, for the time being in force (including any statutory modification/s or re-enactment/s thereof).

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be deemed necessary, proper and expedient to give effect to this Resolution."

Item No. 4: Appointment of Mr. Kamal A Lalani, Peer Reviewed Practicing Company Secretary, as Secretarial Auditor of the Company for a term of 5 (Five years) consecutive years and to fix their Remuneration:

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

"**RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 ("the Act") and all other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s)/ amendment(s)/re-enactment(s) thereto for the time being

in force); read with circular issued thereunder from time to time and pursuant to the recommendation of the Audit Committee and Board of Directors of the Company, Mr. Kamal A Lalani, Peer Reviewed Practicing Company Secretary, Vadodara having Membership Number: A37774 and Peer Reviewed Certificate Number: 6618/2025 be and is hereby appointed as the Secretarial Auditor of the Company, for a term of five years, commencing from the financial year 2025-26 till the financial year 2029-30, on such remuneration as may be determined by the Board of Directors, in consultation with Audit Committee of the Directors and Secretarial Auditor plus applicable Goods and Service Tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit and terms and conditions as set out in the explanatory statement to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company."

For Wardwizard Foods and Beverages Limited

Place: Vadodara
Date: 29-08-2025

SD/-
Bhoomi Talati
Company Secretary

NOTES:

1. The Ministry of Corporate Affairs ("MCA") permitted holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. In compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. The proceedings of 71st AGM shall be deemed to be conducted at the Registered office of the Company. [General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to "Clarification on holding of AGM through VC/OAVM, collectively referred to as "MCA Circulars"] and the Securities and Exchange Board of India ('SEBI') vide its Circular(s) dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 6, 2023, October 7, 2023 and October 3, 2024 ("SEBI circulars").
 2. The Explanatory Statement setting out material facts concerning the business under Item No. 3 & 4 to the Notice is annexed hereto. [Section 102 of the Companies Act, 2013 ("Act")] Further, the relevant details with respect to "Director seeking appointment and re-appointment at this AGM" are also provided as **Annexure I**. [Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India].
 3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip.
 4. Notice of the AGM along with the Annual Report for financial year ("FY") 2024-25 is being sent by electronic mode to those Members whose e-mail IDs are registered with the Company or National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL"), collectively ("Depositories"). [SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024, collectively referred as "SEBI Circulars"].
- The Notice and Annual Report FY 2024-25 is available on the following websites:
- (a) Company – www.wardwizardfoods.com
 - (b) BSE Limited - www.bseindia.com
 - (c) NSDL - www.evoting.nsdl.com
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 Members can join the AGM through VC/OAVM 15 minutes before the scheduled time of the commencement of the Meeting and during the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 7. 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 the Circulars issued by the Ministry of Corporate Affairs 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 EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system on the date of the EGM/AGM will be provided by NSDL.
 8. 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 National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") (collectively referred to as "Depositories") in respect of such joint holding will be entitled to vote.

9. **Mr. Kamal A Lalani**, a Practicing Company Secretary (Membership No. 37774), has been appointed as "Scrutinizer" to scrutinize the e-voting process and voting at the AGM in a fair and transparent manner and she has communicated her willingness to be appointed.
10. In pursuance of Section 112 and Section 113 of The Companies Act, 2013; 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 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.
11. 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 **18th September, 2025**.

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.
12. Members who have not registered their email addresses with the Company/RTA or their Depositories for receiving all communication (including Notice and Annual Report) from the Company electronically can get the same registered as follows:
 - i. Members holding shares in physical mode and who have not registered/updated their email addresses with the Company/RTA are requested to register by visiting <https://purvashare.com/email-and-phone-updation/>
 - ii. Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depositories.
13. Members will be able to attend AGM through VC/OAVM by logging on to the e-voting website of NSDL at www.evoting.nsdl.com by using their e-voting login credentials. On this webpage, click on the tab Shareholders/Members, the Video Conferencing/webcast link would be available.
14. Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request in advance at least seven 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, mobile number to compliance@wardwizardfoods.com can send their queries in advance 7 days prior to meeting.
15. Only those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM for a maximum time of 2 (Two) 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.
16. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are required to submit their PAN to their Depository Participants and Members holding shares in physical form shall submit their PAN to Purva Sharegistry (India) Pvt. Ltd., Mumbai (Company's Registrar & Share Transfer Agents) or to the Company Secretary at the registered office of the Company.
17. Members seeking any information or clarification with regard to the accounts are requested to write to the Company at least 7 (seven) days in advance of meeting so that the required information can be readily available in the Meeting.
18. 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.
19. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
20. **Dematerialization of shares:**

SEBI has mandated the Listed Companies to process service requests # for issue of securities in dematerialized form only, subject to folio being KYC compliant. Accordingly, Members are requested to submit duly filled and signed Form ISR-4.

The Form is available on website of Company at <https://www.wardwizardfoods.com/documentsforShareholders> SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024].

Request for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation

of securities certificates/folios; transmission and transposition.

Transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company/RTA for assistance in this regard.

21. 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://www.wardwizardfoods.com/documentsforShareholders> for easy access.

22. **Members to intimate change in their details:**

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. **For shares held in electronic form:** to their Depository Participants (DPs).
- b. **For shares held in physical form:** to the Company/RTA in prescribed Form ISR-1 and other forms. [SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023].

The facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. [Section 72 of the Act].

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. The said forms can be downloaded from the Company's website <https://www.wardwizardfoods.com/documentsforShareholders>. Members are

requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

23. **Dispute Resolution:**

SEBI vide its Circular dated July 31, 2023 issued guidelines for members to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal.

Members are requested to first take up their grievance, if any, with Purva Sharegistry (India) Private Limited, Registrar and Share Transfer Agent of the Company. If the grievance is not redressed satisfactorily, the member may escalate the same through: i) SCORES Portal in accordance with the SCORES guidelines, and ii) if the member is not satisfied with the outcome, dispute resolution can be initiated through the ODR Portal at <https://smartodr.in/login>.

24. In compliance with the aforesaid MCA and SEBI Circulars, printing and dispatch of physical Annual Reports for the financial year ended 2024-25 to the shareholders has been dispensed with. Hence the Notice of the AGM along with the Annual Report 2024-25 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 2024-25 will also be available on the Company's website www.wardwizardfoods.com, websites of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com.

25. The Company has been maintaining, inter alia, the statutory registers at its Corporate office at 418, GIDC Estate, POR, Ramangamdi, Vadodara-391243. In accordance with the MCA circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.

26. **Investor Grievance Redressal:** The Company has designated Ms. Bhoomi Talati, Company Secretary & Compliance Officer, Office No: +91 6355426350 and E-mail: compliance@wardwizardfoods.com to enable investors to register their complaints, if any.

27. Any person who acquires shares of the Company and becomes a shareholders of the Company after sending of the Notice and holding shares as of the cut-off date of e-voting, may obtain the login ID and password by sending a request to RTA at support@purvashare.com.

28. The Scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and shall provide a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
29. The results shall be declared forthwith by the Chairperson or a person so authorized by her in writing on receipt of consolidated report from the Scrutinizer. The Results declared along with Scrutinizer's Report shall be placed to the stock exchanges, RTA and will also be displayed on the Company's website. Members may contact at E-mail Id support@purvashare.com for any grievances connected with voting by electronic means.

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

The remote e-voting period begins on **Monday, 22nd September, 2025 at 09:00 A.M. and ends on Wednesday, 24th September, 2025 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. **Thursday, 18th September, 2025** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Thursday, 18th September, 2025**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Login method for Individual shareholders holding securities in demat mode is given below: (contd.)

Type of shareholders	Login Method
	<p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a.pdf file. Open the.pdf file. The password to open the.pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The.pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cskamal2014@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at PritamD@nsdl.com/evoting@nsdl.com

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@wardwizardfoods.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance@wardwizardfoods.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The

link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance@wardwizardfoods.com. The same will be replied by the company suitably.
6. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
7. When a pre-registered speaker is invited to speak at the meeting but he/she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good internet speed.
8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

Members who need assistance before or during the AGM can contact Mr. Pritam Dutta, Assistant Manager, NSDL at evoting@nsdl.com or call 1800 1020 990/1800 22 44 30.

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

As required by section 102 of the Companies Act, 2013, the following explanatory statements sets out all material facts relating to the business mentioned under Item No. 3 and 4 to the accompanying notice:

Item No. 3: Reappointment of Mrs. Sheetal Mandar Bhalerao (DIN:06453413) as Managing Director and Chairperson of the Company:

Mrs. Sheetal Mandar Bhalerao, (DIN:06453413) is presently serving as Managing Director & Chairperson. The agenda no. 3 pertains to her reappointment as a Managing Director of the Company for a period of 3 years, effective from September 1, 2025 to August 31, 2028 (both days inclusive).

Under her visionary leadership, the Company has consistently achieved significant growth. She has played a vital role in steering the Company through challenging times, global economic uncertainties, geopolitical tensions, supply chain disruptions, and other market volatilities. Their strategic foresight, commitment to innovation, and focus on operational excellence have positioned the Company to not only withstand these challenges but also identify new avenues for sustainable growth and value creation. Hence, considering the progress made by the Company under her leadership, the Board of Directors felt that it is in the interest of the Company to continue to avail services of Mrs. Sheetal Mandar Bhalerao.

In accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and such other approvals as may be necessary, the Board of Directors at its meeting held on 29th August, 2025, on the recommendation of Nomination and Remuneration Committee & Audit Committee, unanimously approved the re-appointment and remuneration payable to Mrs. Sheetal Mandar Bhalerao, Managing Director of the Company for a period of three (3) years from September 1, 2025 to August 31, 2028 (both days inclusive) on the terms and conditions set out in the draft appointment letter to be entered into by the Company with them, copy of which will be available electronically for inspection by the members during the AGM, based on the request being received on compliance@wardwizardfoods.com.

Mrs. Sheetal Mandar Bhalerao, shall be subject to the superintendence, control and direction of the Board of Directors and they will be entrusted with substantial powers of management and will also perform such other duties as may be entrusted to them, from time to time. The Company shall pay to Mrs. Sheetal Mandar Bhalerao the fixed gross

remuneration (other than the PF, Superannuation and Gratuity) of ₹ 60,00,000/- per annum ("p.a.") to her as may be approved by the Board of Directors (which includes any Committee thereof).

The particulars of the terms of re-appointment and remuneration payable to Mrs. Sheetal Mandar Bhalerao are as under:

Salary: ₹ 5,00,000 per month or ₹ 60,00,000/- per annum and will be subject to revision from time to time by Remuneration Committee/Board of Directors.

In addition to above, the director of the company is also entitled to perquisites as under:

- i. Reimbursement of actual travelling expenses for proceeding on leave from Vadodara to any place in India and return there from once a year in respect of her and family.
- ii. Free use Company's car with driver for company's business.
- iii. Free Telephone facility at residence and Mobile Telephone but personal long-distance calls will be billed to the Managing Director.
- iv. Reimbursement of entertainment expenses incurred in the course of business of the Company.
- v. Cost of insurance cover against the risk of any financial liability or loss because of any error of judgment, wrongful act or such other reason as may be approved by the Board of Directors from time to time.
- vi. Personal accident insurance policy in accordance with the scheme applicable to senior employees.
- vii. Cost of medical insurance cover for self and family for medical expenses in India or abroad including hospitalization and in case of medical treatment abroad, all expenses including air-fare, boarding/ lodging expenses for patient and attendant.
- viii. Reimbursement of membership fees for clubs in India or abroad, including any admission/ life membership fees.
- ix. Subject to any statutory ceiling/s the Managing Director may be given any other allowances, perquisites, benefits and facilities as the Board of Directors from time to time may decide.

- x. **Valuation of Perquisites:** Perquisites/allowances shall be valued as Income Tax Rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.
- xi. **Minimum remuneration:** In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Managing Director shall, subject to the approval of the Central Government, if required, be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013, from time to time.
- xii. **Computation of ceiling:** The contribution to provident and superannuation funds; gratuity payable & encashment of leave shall not be included in the computation of perquisites for the purposes of the ceiling.
- xiii. The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors/Nomination & Remuneration Committee as it may in its discretion, deem fit within the maximum amounts payable to Managing Directors in accordance with schedule V of the Companies Act, 2013 or any other amendments made hereafter in this Regard.
- xiv. The Appointment of Managing Director can be terminated either by the Company or by him, by giving to the other 3 month notice in writing

The above may be treated as written memorandum setting out the terms of appointment of Mrs. Sheetal Mandar Bhalerao under Section 190 of the Act.

The Board recommends the Special Resolution as set out in Item No. 3 of this Notice for approval of the Members.

Except Mrs. Sheetal Mandar Bhalerao, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3

Item No. 4: Appointment of Mr. Kamal A Lalani, Peer Reviewed Practicing Company Secretary, as Secretarial Auditor of the Company for a term of 5 (Five years) consecutive years and to fix their Remuneration:

The Board at its meeting held on 27th February, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the

appointment of Mr. Kamal A. Lalani, Practicing Company Secretary, a peer reviewed firm (Membership Number: A37774, COP No: 25395) as Secretarial Auditors of the Company for a term of 5 (five) consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Mr. Kamal A. Lalani is a Peer-Reviewed Practicing Company Secretary based in Vadodara and the Proprietor of a professional firm specializing in corporate legal and regulatory advisory. He is an Associate Member of the Institute of Company Secretaries of India (ICSI), holding Membership No. A37774.

With a professional experience, Mr. Lalani possesses comprehensive expertise in advising corporate entities on a wide range of matters under the Companies Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, and the Foreign Exchange Management Act (FEMA). He is frequently invited to speak at various professional forums, seminars, and workshops, where he shares his insights on corporate laws and regulatory practices.

Mr. Lalani's peer-reviewed firm provides a broad spectrum of professional services, including but not limited to:

Advisory on Corporate Laws, SEBI Regulations, FEMA, and Stock Exchange Compliance Secretarial Audits and Due Diligence for listed and unlisted companies Certification work under various statutory regulations Acting as Scrutinizer for shareholders' meetings Incorporation of Companies and LLPs, and ongoing regulatory compliance Advisory related to Initial Public Offerings (IPOs) and related compliance requirements

He holds a Bachelor's degree in Commerce (Honours) and is a qualified Company Secretary. Mr. Lalani continues to contribute actively to the field of corporate governance through his professional practice, advisory roles, and thought leadership across various industry platforms.

Mr. Kamal A. Lalani has confirmed that he is not disqualified and is eligible to be appointed as the Secretarial Auditor in accordance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The scope of services to be provided by Mr. Lalani as Secretarial Auditor falls within the ambit of the aforesaid provisions and regulation, read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

He proposed fees in connection with the secretarial audit shall be up to ₹ 45,000/- for the financial year 2025-26. Further, the Board of Directors in consultation of Audit Committee shall fix the remuneration including upward revision in remuneration of the subsequent years as mutually agreed with the Auditors. In addition to the above, applicable taxes and out-of-pocket expenses related to the secretarial audit for the financial year ending March 31, 2026, and for subsequent years of the term, will be paid as determined by the Board. The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark.

Besides the audit services, the Company would also obtain certifications from the Secretarial Auditors as required by 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, as approved by the Board of Directors in consultation with the audit committee.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 4 of this Notice.

For Wardwizard Foods and Beverages Limited

Place: Vadodara
Date: 29-08-2025

SD/-
Bhoomi Talati
Company Secretary

The information required under Part I and Section II, Part II of Schedule V of the Companies Act, 2013 in case of Special Resolutions are as follows:

STATEMENT PURSUANT TO PROVISIONS OF SCHEDULE V OF THE ACT WITH RESPECT TO ITEM NO. 3 OF THE NOTICE AND THE LISTING REGULATIONS, AS THE CASE MAY BE:

I. General Information:

1	Nature of industry	Manufacturing Company
2	Date or expected date of commencement of commercial production	The company was incorporated on 13 th June, 1953
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

4. Financial performance based on given indicators – as per audited financial results for the year ended 31st March, 2025:

Particulars	2024-2025
Revenue from operations	9277.90
Other income	112.48
EBITDA (Including other income)	924.35
EBITDA (Excluding other income)	913.28
Interest and financial charges	331.59
Depreciation and amortisation expense	600.78
Profit/(Loss) before exceptional item and taxes	-1386.15
Exceptional item	-
Tax expense	-17.51
Profit / (Loss) for the year	-1368.64
Other comprehensive income	
- (i) Items that will not be reclassified to profit or loss	15.61
- (ii) Income tax relating to items that will not be reclassified to profit or loss	-1.42
Total comprehensive income	14.19

5. Foreign investments or collaborators – Not applicable

II. Information about the Director:

Sr. No.	Particular	Mrs. Sheetal Mandar Bhalerao (DIN: 06453413)
1	Background details	<p>Mrs. Sheetal Mandar Bhalerao is the Chairperson and Managing Director (Promoter) of the Company.</p> <p>She is a highly qualified professional, having achieved a Master of Business Administration in Organizational Management and Services from the University of South Australia. Her expertise includes developing and implementing innovative solutions to maximize organizational effectiveness and productivity. She is highly experienced in strategic planning, performance management, growth hacker, and organizational management.</p> <p>With more than 20 years of experience in the field of Organizational Management, she is a distinguished personality who has proven her worth in the corporate industry and has held many Leadership Roles in various industries. She is known for her expertise in the areas of workforce development and strategic workforce planning, as well as her commitment to creating a positive and productive work environment. She is an inspirational leader, respected for her dedication to deliver the highest quality of service.</p>
2	Past remuneration	₹ 5,00,000/- per month Or ₹ 60,00,000/- per annum plus Perquisites
3	Recognition or awards	Fastest Growing Leaders 2023
4	Job Profile and his suitability	Please see (1) above
5	Remuneration proposed	₹ 5,00,000/- per month Or ₹ 60,00,000/- per annum plus Perquisites
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed to be paid to Managing Director, by the Board of Directors in consultation with the Nomination and Remuneration Committee of the Company is in tune with the remuneration in similar sized companies in the same segment of business.
7	Pecuniary relationship directly or indirectly with the Company	<p>Mrs. Sheetal Mandar Bhalerao is a Chairperson and Managing Director and holds equity shares under the Category of Promoter and Promoter Group of the Company</p> <p>Shareholding details in Company: Own holding: 3,39,76,053</p> <p>Promoter Group : Mandar Shriram Bhalerao: 5,00,000 shares Relationship- Husband</p> <p>Panna Ikeshkumar Jani: 2,01,000 shares Relationship-Mother</p> <p>Apart from receiving remuneration as stated above, she does not have any other pecuniary relationship with the Company.</p>
8	Relationship with Directors or KMPs	Mrs. Sheetal Mandar Bhalerao (Chairperson and Managing Director) and Mr. Yatin Sanjay Gupte (Promoter/Director) are business partners.

III. Other Information:

1	Reasons of loss or inadequate profits:	The Company reported a marginal loss during the year, largely on account of rising input costs and operational inefficiencies that compressed margins. Elevated finance costs further weighed on profitability.
2	Steps taken or proposed to be taken for improvement	The Management is undertaking strategic initiatives to streamline cost structures and enhance revenue generation in the coming periods. The Management has already undertaken corrective measures aimed at strengthening the Company's financial performance. Key initiatives include cost optimization, operational efficiency enhancement, and strategic market expansion. Concurrently, steps are being taken to restructure high-cost debt and reinforce internal controls. These initiatives are expected to stabilize cash flows and support a gradual return to profitability
3	Expected increase in productivity and profits in measurable terms	With the planned operational improvements, the Company expects steady progress in financial and operational performance. Productivity and profitability are projected to improve in the coming fiscal year, supported by ongoing initiatives in automation, cost optimization, and market expansion.

Annexure I

Details of Director Seeking Re-Appointment at the Annual General Meeting

[PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 and AND CLAUSE 1.2.5 OF SECRETARIAL STANDARD - 2 ON GENERAL MEETINGS)

Particulars		
Name of Director	Mr. Yatin Sanjay Gupte	Mrs. Sheetal Mandar Bhalerao
DIN	07261150	06453413
Date of Birth/ Age	15 th August, 1978/ 47 years	2 nd May, 1978/ 47 years
Qualification	Master of Business Administration	Master of Business Administration
Expertise in specific functional areas/ Experience	With more than two decades of experience in Sales and Marketing, Business Development, Insurance, Technology and Client Servicing, Mr. Yatin Gupte has been a driving force behind the success of the Wardwizard Group.	With more than 20 years of experience in the field of Organizational Management, she is a distinguished personality who has proven her worth in the corporate industry and has held many Leadership Roles in various industries. She is known for her expertise in the areas of workforce development and strategic workforce planning, as well as her commitment to creating a positive and productive work environment. She is an inspirational leader, respected for her dedication to deliver the highest quality of service to her clients.
Date of First Appointment on the Board of the Company	21 st May, 2022	21 st May, 2022
No. of shares held in own name or in the name of relatives	Shareholding as on this report date: No. of shares: 6,29,52,106	Shareholding as on this report date: No. of shares: 3,39,76,053
Terms and conditions of his/her re-appointment	Retirable by rotation, Non- Executive and Non- Independent Director	Reappointment as Managing Director and Chairperson
Remuneration last drawn	NA	The details of last drawn remuneration is provided in the Corporate Governance Report, which forms part of this Integrated Annual Report.
Directorships held in other Companies (excluding this Company, foreign companies and Section 8 companies) including Listed entities	<ol style="list-style-type: none"> 1. Wardwizard Innovation & Mobility Limited 2. I Secure Credit & Capital Services Limited 3. Mangalam Industrial Finance Limited 4. Wardwizard Healthcare Limited 	<ol style="list-style-type: none"> 1. Wardwizard Innovation & Mobility Limited 2. Wardwizard Healthcare Limited 3. Wardwizard Medicare Private Limited 4. R-Rechord Reverie Private Limited
Number of Meetings of the Board attended during the year	6 Board Meetings	6 Board Meetings

Particulars		
Memberships / Chairmanships of committees of other public companies	1. Wardwizard Innovations & Mobility Limited	1. Wardwizard Innovations & Mobility Limited
	a) Audit Committee (AC) – Member	a) Nomination and Remuneration Committee (NRC) – Member
	b) Corporate Social Responsibility Limited (CSR)- Member	b) Corporate Social Responsibility Limited (CSR)- Member
	c) Risk Management Committee (RMC)- Member	c) Risk Management Committee (RMC)- Member
	d) Fund Raising Committee (FRC)- Member	
	e) Right Issue Committee- (RIC) Member	2. Wardwizard Healthcare Limited
		a) Nomination and Remuneration Committee (NRC) – Member
	2. I Secure Credit & Capital Services Limited	
	Nomination and Remuneration Committee (NRC) – Member	
	3. Mangalam Industrial Finance Limited	
	a) Audit Committee (AC) – Member	
	b) Stakeholder Relationship Committee (SRC)- Member	
	c) Nomination and Remuneration Committee (NRC) – Member	
	d) Right Issue Committee- (RIC) Member	
	4. Wardwizard Healthcare Limited	
	Stakeholder Relationship Committee (SRC)- Member	
Listed entities from which the Director has resigned from directorship in last three (3) years:	NIL	NIL
Relationships between Directors and Key Managerial Personnel inter-se	<p>Son of Mr. Sanjay Mahadev Gupte, Non-Executive Non Independent Director of the Company.</p> <p>Mrs. Sheetal Mandar Bhalerao Managing Director and Mr. Yatin Sanjay Gupte are Business Partners.</p>	