

WARDWIZARD FOODS AND BEVERAGES LIMITED

(Formerly known as Vegetable Products Limited)

CIN: L15100WB1953PLC021090

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

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

Mob: +91 6355426350

Website: www.wardwizardfoods.com | Email ID: compliance@wardwizardfoods.com

POSTAL BALLOT NOTICE

[Pursuant to Sections 110 and 108 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member,

Notice is hereby given pursuant to Sections 110 and 108 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ministry of Corporate Affairs ("MCA") General Circulars No. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021 and 3/2022 dated 5th May 2022 and 11/2022 dated 28th December, 2022 (collectively referred to as "MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and subject to other applicable laws and regulations, for seeking approval of the members of the Company to the resolutions appended below, proposed to be passed through Postal Ballot ("Postal Ballot") by way of voting through electronic means ("remote e-voting").

In view of ongoing COVID-19 pandemic crisis, MCA vide its aforesaid mentioned MCA Circulars, had advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

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

The proposed resolutions and the Explanatory Statement stating the facts as required in terms of Section 102 of the Act as appended hereto forms part of this Postal Ballot Notice ("Notice").

In compliance with Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with MCA Circulars, the Company is offering the facility to its Members, to exercise their right to vote on the resolutions appended to this Notice, by electronic means ('remote e-voting') only. For this purpose, the Company has availed the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to the Members of the Company.

WARDWIZARD FOODS AND BEVERAGES LIMITED

(Formerly known as Vegetable Products Limited)

CIN: L15100WB1953PLC021090

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

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

Mob: +91 6355426350

Website: www.wardwizardfoods.com | Email ID: compliance@wardwizardfoods.com

The Board of Directors of the Company has appointed Mrs. Pooja Amit Gala, Practicing Company Secretary, having Membership No. ACS 69393 and CoP No. 25845 to act as a Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner.

The Scrutinizer will submit their report to the Chairman of the Company or, in his absence, any person of the Company, duly authorized by the Board for the purpose, after completion of scrutiny of Postal Ballots in a fair and transparent manner.

The Results of Postal Ballot will be announced on or before March 15, 2023 and also be hosted on website of the Company (www.wardwizardfoods.com) and on the website of NSDL (evoting@nsdl.co.in). The Results will also be communicated to BSE Limited where the Equity Shares of the Company are listed.

The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. 14th March, 2023, in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.

SPECIAL BUSINESS:

ITEM NO. 1: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION (S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015:

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“ACT”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meeting of Board and its power) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the rules framed thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, the Company’s Policy on Related Party Transaction(s) and as per recommendation of Audit Committee and such other approvals as may be required, the consent of the members of the Company be and is hereby accorded for approval of material related party transaction(s), which term shall include any Committee thereof constituted/ to be constituted by the Board, to enter into such contract(s)/ arrangement(s)/ transaction(s) with “Related Parties” within the meaning of Section 2 (76) of the Companies Act, 2013 and Regulation 2 (1) (zb) of the SEBI Listing Regulations, to the extent of the maximum amounts as provided below, on such term(s) and condition(s) as the Board of Directors may deem fit, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at **ARM'S LENGTH BASIS** and in the **ORDINARY COURSE OF BUSINESS** of the Company for the Financial Year 2023-24 with respect 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 good(s), material(s) or property or availing or rendering of any service(s) or appointment of such related party to any office or place of profit in the Company for an amount which may exceed the threshold for material related party transaction(s), for the financial year 2023-

WARDWIZARD FOODS AND BEVERAGES LIMITED

(Formerly known as Vegetable Products Limited)

CIN: L15100WB1953PLC021090

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

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

Mob: +91 6355426350

Website: www.wardwizardfoods.com | Email ID: compliance@wardwizardfoods.com

2024 on such term(s) and condition(s) as may be decided by the Board and recommended and reviewed by audit committee.

Sr. No	Name of the Related Party	Relationship	Nature of Transaction	Transaction Amount in Rs.	Financial year
1	Ms. Sheetal Bhalerao	MS. Sheetal Bhalerao Managing Director of WFBL	As per Section 188 and RPT policy of the Company	30 Crores	2023-2024
2	Mr. Yatin Gupte	Mr. Yatin Gupte and Ms. Sheetal Bhalerao are Business Partners	As per Section 188 and RPT policy of the Company	30 Crores	2023-2024
3	Wardwizard Solutions India Private Limited and subsidiary	Mr. Yatin Gupte, Comman director of WWS & WFBL (Formerly known as VPL)	As per Section 188 and RPT policy of the Company	30 Crores	2023-2024
4	I Secure Credit & Capital Services Limited (Formerly known as Orchid Securities Limited)	Mr. Yatin Gupte, Director of WFBL (Formerly known as VPL) is Non Executive - Non Independent Director of ISCCSL.	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024
5	Mangalam Industrial Finance Ltd.	Mr. Yatin Gupte, Director of WFBL (Formerly known as VPL) is Non Executive - Non Independent Director of MIFL	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024
6	Wardwizard Innovations & Mobility Limited	1)Ms. Sheetal Bhalerao is Non Executive Non-Independent Director of WIML and Managing Director Of WFBL (Formerly known as VPL) .2) Mr. Yatin Gupte Managing Director Of WIML is Non - Executive Non-	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024

WARDWIZARD FOODS AND BEVERAGES LIMITED

(Formerly known as Vegetable Products Limited)

CIN: L15100WB1953PLC021090

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

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

Mob: +91 6355426350

Website: www.wardwizardfoods.com | Email ID: compliance@wardwizardfoods.com

		Independent Director of WFBL (Formerly known as VPL)			
7	Wardwizard Foundation	Ms. Sheetal Bhalerao And Mr. Yatin Gupte is Trustee of Wardwizard Foundation	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024
8	Wardwizard Medicare Pvt Ltd	Ms. Sheetal Bhalerao And Mr. Yatin Gupte is Director of Wardwizard Medicare Pvt Ltd.	As per Section 188 and RPT policy of the Company	1 Crores	2023-2024
9	Sanjay Gupte	Non-Executive Non independent Director	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024

RESOLVED FURTHER THAT any Director and/or, Company Secretary of the Company be and is hereby severally authorized to negotiate, finalise, vary, amend, renew and revise the terms and conditions of the transactions and enter into, sign, execute, renew, modify and amend all agreements, documents and letters thereof, from time to time and to do all acts deeds, things and matters and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution.”

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved ratified and confirmed in all respects.”

By Order of the Board
Wardwizard Foods and Beverages Limited
(Formerly known Vegetable Products Limited)
Sd/-
Bhoomi Ketan Talati
(Company Secretary)
Membership No.: ACS-56279

Old Nimta Road, Nandan Nagar, Belghoria Kolkata Kolkata WB 700083
CIN: L15100WB1953PLC021090
Email: compliance@wardwizardfoods.com
Corporate Office: 418, GIDC Estate
POR Ramangamdi Vadodara - 391243

Place: Vadodara
Date: 08th February, 2023

WARDWIZARD FOODS AND BEVERAGES LIMITED

(Formerly known as Vegetable Products Limited)

CIN: L15100WB1953PLC021090

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

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

Mob: +91 6355426350

Website: www.wardwizardfoods.com | Email ID: compliance@wardwizardfoods.com

NOTES:

1. Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (the “Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out material facts relating to the resolution proposed to be passed is annexed hereto.

2. The Postal Ballot Notice is being sent only by email to all those Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on 10th February, 2023 (the “Cut-off date”) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Purva Sharegistry (India) Private Limited (“RTA”).

3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at www.wardwizardfoods.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com. The Postal Ballot Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., evoting@nsdl.co.in.

4. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date on 03rd February, 2023. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this notice for information purpose only.

5. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to temporarily update their email address by accessing the link <https://www.purvashare.com/email-and-phone-updation/> or to the Company at compliance@wardwizardfoods.com.

6. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to compliance@wardwizardfoods.com.

7. Procedure for Remote E-Voting

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:

WARDWIZARD FOODS AND BEVERAGES LIMITED

(Formerly known as Vegetable Products Limited)

CIN: L15100WB1953PLC021090

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

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

Mob: +91 6355426350

Website: www.wardwizardfoods.com | Email ID: compliance@wardwizardfoods.com

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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.</p> <p>If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>

WARDWIZARD FOODS AND BEVERAGES LIMITED

(Formerly known as Vegetable Products Limited)

CIN: L15100WB1953PLC021090

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

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

Mob: +91 6355426350

Website: www.wardwizardfoods.com | Email ID: compliance@wardwizardfoods.com

	<p style="text-align: center;">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>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Existing users who have opted for Easi / Easiest, they can login through their 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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.

WARDWIZARD FOODS AND BEVERAGES LIMITED

(Formerly known as Vegetable Products Limited)

CIN: L15100WB1953PLC021090

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

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

Mob: +91 6355426350

Website: www.wardwizardfoods.com | Email ID: compliance@wardwizardfoods.com

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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, 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.

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*****

WARDWIZARD FOODS AND BEVERAGES LIMITED

(Formerly known as Vegetable Products Limited)

CIN: L15100WB1953PLC021090

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

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

Mob: +91 6355426350

Website: www.wardwizardfoods.com | Email ID: compliance@wardwizardfoods.com

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***
---	---

Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

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.

How to retrieve your 'initial password'?

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'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

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.

Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box. Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

WARDWIZARD FOODS AND BEVERAGES LIMITED

(Formerly known as Vegetable Products Limited)

CIN: L15100WB1953PLC021090

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

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

Mob: +91 6355426350

Website: www.wardwizardfoods.com | Email ID: compliance@wardwizardfoods.com

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 cspoojagala@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Ms. Soni Singh, Assistance Manager) at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance@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 for Individual shareholders holding securities in demat mode.**

WARDWIZARD FOODS AND BEVERAGES LIMITED

(Formerly known as Vegetable Products Limited)

CIN: L15100WB1953PLC021090

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

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

Mob: +91 6355426350

Website: www.wardwizardfoods.com | Email ID: compliance@wardwizardfoods.com

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

General Instructions:

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

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

ii. The Remote E-voting period commences from 9.00 a.m. (IST) on 13th February, 2023 and ends at 5.00 p.m. (IST) on 14th March, 2023. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the Cut-off date i.e. 03rd February, 2023 may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

iii. The Scrutinizer shall unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

iv. Subject to the receipt of sufficient votes, the Resolution shall be deemed to have been passed on the last date of voting i.e. on 14th March, 2023. The results declared along with the Scrutinizer's Report shall be placed on the Company's website of the Company i.e. www.wardwizardfoods.com and will be communicated to the Stock Exchanges where the Company's shares are listed.

v. To receive communication through electronic means, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form.

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

WARDWIZARD FOODS AND BEVERAGES LIMITED

(Formerly known as Vegetable Products Limited)

CIN: L15100WB1953PLC021090

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

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

Mob: +91 6355426350

Website: www.wardwizardfoods.com | Email ID: compliance@wardwizardfoods.com

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

ITEM NO. 1: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION (S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ('the Act'), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the Shareholders by way of Ordinary Resolution, in case certain transactions with related parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

Pursuant to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of Members of a listed entity by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds INR 1,000 Crore or 10.00% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The list of related parties is as follows, with whom Company may enter into business transaction (s) during the year 2023-24:

Sr. No	Name of the Related Party	Relationship	Nature of Transaction	Transaction Amount in Rs.	Financial year
1	Ms. Sheetal Bhalerao	MS. Sheetal Bhalerao Managing Director of WFBL	As per Section 188 and RPT policy of the Company	30 Crores	2023-2024
2	Mr. Yatin Gupte	Mr. Yatin Gupte and Ms. Sheetal Bhalerao are Business Partners	As per Section 188 and RPT policy of the Company	30 Crores	2023-2024
3	Wardwizard Solutions India Private Limited and subsidiary	Mr. Yatin Gupte, Comman director of WWS & WFBL (Formerly known as VPL)	As per Section 188 and RPT policy of the Company	30 Crores	2023-2024

WARDWIZARD FOODS AND BEVERAGES LIMITED

(Formerly known as Vegetable Products Limited)

CIN: L15100WB1953PLC021090

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

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

Mob: +91 6355426350

Website: www.wardwizardfoods.com | Email ID: compliance@wardwizardfoods.com

4	I Secure Credit & Capital Services Limited (Formerly known as Orchid Securities Limited)	Mr. Yatin Gupte, Director of WFBL (Formerly known as VPL) is Non Executive - Non Independent Director of ISCCSL.	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024
5	Mangalam Industrial Finance Ltd.	Mr. Yatin Gupte, Director of WFBL (Formerly known as VPL) is Non Executive - Non Independent Director of MIFL	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024
6	Wardwizard Innovations & Mobility Limited	1)Ms. Sheetal Bhalerao is Non Executive Non-Independent Director of WIML and Managing Director Of WFBL (Formerly known as VPL) .2) Mr. Yatin Gupte Managing Director Of WIML is Non - Executive Non-Independent Director of WFBL (Formerly known as VPL)	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024
7	Wardwizard Foundation	Ms. Sheetal Bhalerao And Mr. Yatin Gupte is Trustee of Wardwizard Foundation	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024
8	Wardwizard Medicare Pvt Ltd	Ms. Sheetal Bhalerao And Mr. Yatin Gupte is Director of Wardwizard Medicare Pvt Ltd.	As per Section 188 and RPT policy of the Company	1 Crores	2023-2024
9	Sanjay Gupte	Non-Executive Non independent Director	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024

WARDWIZARD FOODS AND BEVERAGES LIMITED

(Formerly known as Vegetable Products Limited)

CIN: L15100WB1953PLC021090

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

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

Mob: +91 6355426350

Website: www.wardwizardfoods.com | Email ID: compliance@wardwizardfoods.com

Moreover, the estimated value of the transaction(s) relating to ongoing 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, Borrowing/Lending (Loans and Advances) 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 2023-24 as mentioned in the below list are likely to exceed the threshold prescribed under section 188 of the Companies Act, 2013, read with the rules made there and under Regulations 23 of the SEBI (LODR) Regulations 2015 and will be considered material and therefore would require the approval of shareholders of the Company by a Special Resolution.

The particulars of the Contract (s) /Arrangement (s) /transaction (s) Pursuant to sub-rule (3) of Rule 15 of Companies (Meetings of the Board and its Powers) Rules, 2014 read along with recommended by audit committee grant the omnibus approval as per Regulations 23 of SEBI (LODR) Regulations and SEBI circular no SEBI/HO/CFD/CMD/CIR/P/2021/662 dated 22nd November, 2021.

The particulars of transaction to be entered into by the Company with related parties are as under:

WARDWIZARD FOODS AND BEVERAGES LIMITED

(Formerly known as Vegetable Products Limited)

CIN: L15100WB1953PLC021090

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

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

Mob: +91 6355426350

Website: www.wardwizardfoods.com | Email ID: compliance@wardwizardfoods.com

<u>Sr No.</u>	<u>Particulars</u>	<u>Details</u>								
1	Name of the Related Party	Ms. Sheetal Bhalerao	Mr. Yatin Gupte	Wardwizard Solutions India Private Limited and subsidiary	I Secure Credit & Capital Services Limited	Mangalam Industrial Finance Ltd.	Wardwizard Innovations & Mobility Limited	Wardwizard Foundation	Wardwizard Medicare Pvt Ltd	Sanjay Gupte
2	Name of the Director or KMP who is related	-	-	Mr. Yatin Gupte is Director and Promoter of Wardwizard Solutions India Pvt Ltd	Mr. Yatin Gupte is a Director of I Secure Credit & Capital Services Limited	Mr. Yatin Gupte is a Director of Mangalam Industrial Finance Limited	Mr. Yatin Gupte is Managing Director and Chairman person in Wardwizard Innovations & Mobility Limited	Mr. Yatin Gupte, Mrs. Sheetal Bhalerao, Trustees of Wardwizard Foundation	Mr. Yatin Sanjay Gupte and Mrs. Sheetal Bhalerao are Directors in Wardwizard Medicare Private Limited	Relative of Director of the Company

WARDWIZARD FOODS AND BEVERAGES LIMITED

(Formerly known as Vegetable Products Limited)

CIN: L15100WB1953PLC021090

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

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

Mob: +91 6355426350

Website: www.wardwizardfoods.com | Email ID: compliance@wardwizardfoods.com

3	Nature of Relationship (including nature of interest, financial or otherwise)	Promoter , Chairman and Executive Director holds 10.41% shares	Promoter and Managing Director holds 20.82% shares	Promoter of company holds 10.41% Shares	Mr. Yatin Gupte is a Director of I Secure Credit & Capital Services Limited	Mr. Yatin Gupte is a Director of Mangalam Industrial Finance Limited	Mr. Yatin Gupte is Managing Director and Chairman person in Wardwizard Innovation s & Mobility Limited	Mr. Yatin Gupte, Director & Promoter of the Company, Mrs. Sheetal Bhalerao, Managing Director and Chairperson, both are the Trustees of Wardwizard Foundation	Mr. Yatin Sanjay Gupte and Mrs. Sheetal Bhalerao are Directors in Wardwizard Medicare Private Limited	Relative of Director of the Company. He is Non-executive Director of the company.	
4	Nature of Transactions	As per Section 188 and RPT policy of the Company									
5	Tenure of Transaction	2023-2024	2023-2024	2023-2024	2023-2024	2023-2024	2023-2024	2023-2024	2023-2024	2023-24	
6	Maximum value of Transactions during Financial Year 2023- 24	Rs. 30 Crores	Rs. 30 Crores	Rs. 30 Crores	Rs. 10 Crores	Rs. 10 Crores	Rs. 10 Crores	Rs. 10 Crores	Rs. 1 Crores	Rs. 10 Crores	
7	Type, Material terms and particulars of the proposed transaction	(a) The transaction involves (a)sale, purchase or supply of any goods or materials;						The transaction involves payment of Salary, Consultancy fees or Director Fees during the financial year 2023-24		The transaction involves payment of Remuneration and Consultancy	
		(b) selling or otherwise disposing of, or buying, property of any kind; leasing of property of any kind;									
		(c) availing or rendering of any services; leasing of property of any kind;									
		(d) availing or rendering of any services;									
		(e) leasing of property of any kind;									

WARDWIZARD FOODS AND BEVERAGES LIMITED
(Formerly known as Vegetable Products Limited)

CIN: L15100WB1953PLC021090

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

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

Mob: +91 6355426350

Website: www.wardwizardfoods.com |Email ID: compliance@wardwizardfoods.com

		(f) availing or rendering of any services;		during the financial year 2023-24
		(g) Borrowing/Lending (Loans and Advances) during the financial year 2022-23 on such term(s) and condition(s) as the Board of Directors may deem fit.		
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	Not Applicable		
9	Percentage of the listed entity's Subsidiary - annual standalone turnover, for the immediately preceding financial year that is represented by the value of the proposed Transaction (In case of RPT involving a Subsidiary).	Not Applicable		
10	Details of the source of funds if the transaction related to any loans, inter corporate deposits, advances or investments made or given by listed entity or its subsidiary.	The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company.		
11	Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments	No		

WARDWIZARD FOODS AND BEVERAGES LIMITED

(Formerly known as Vegetable Products Limited)

CIN: L15100WB1953PLC021090

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

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

Mob: +91 6355426350

Website: www.wardwizardfoods.com | Email ID: compliance@wardwizardfoods.com

12	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	Unsecured working capital loan/Term Loan for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates.	
13	The purpose for which the funds will be utilized by the ultimate beneficiary pursuant to the RPT	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party	As per Requirement
14	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.	
15	Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant/ important information forms a part of this Explanatory statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013	

Percentage mentioned in the Explanatory Statement are rounded off.

Members may note that these Related Party Transaction(s)/ contract(s)/ arrangement(s), placed for members' approval, shall, at all times, be subject to prior approval of the Audit Committee of the Company and shall continue to be in the ordinary course of business and at arm's length and have a significant role in the Company's operations. In view of the above, the Board of Directors recommends passing the resolution stated in the accompanying Notice as a Special Resolution.

Any subsequent material modifications in the proposed transactions, as may be defined by the Audit Committee as a part of Company's Policy on Related Party Transactions, shall be placed before the members for approval, in terms of Regulation 23(4) of the Listing Regulations.

Further, as per Regulation 23 (7) of the Listing Regulations, all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not.

WARDWIZARD FOODS AND BEVERAGES LIMITED
(Formerly known as Vegetable Products Limited)

CIN: L15100WB1953PLC021090

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

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

Mob: +91 6355426350

Website: www.wardwizardfoods.com | Email ID: compliance@wardwizardfoods.com

Except Mrs. Sheetal Mandar Bhalerao, Mr. Yatin Sanjay Gupte and Mr. Sanjay Gupte along with their relatives, none of the other Directors or Key Managerial Personnel(s) of the Company or their relatives are in any way concerned or interested financially or otherwise in the resolution except to the extent of their shareholding in the Company, if any.

By Order of the Board
Wardwizard Foods and Beverages Limited
(Formerly known Vegetable Products Limited)
Sd/-
Bhoomi Ketan Talati
(Company Secretary)
Membership No.: ACS-56279

Old Nimta Road, Nandan Nagar, Belghoria Kolkata Kolkata WB 700083

CIN: L15100WB1953PLC021090

Email: compliance@wardwizardfoods.com

Corporate Office: 418, GIDC Estate

POR, Ramangamdi, Vadodara - 391243

Place: Vadodara

Date: 08th February, 2023