

Date: 01-04-2025

To,
The Corporate Relationship Department
BSE Limited
P.J. Towers, 1st Floor,
Dalal Street,
Mumbai – 400 001.

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

Sub:- Result of Postal Ballot (conducted through e-voting process) along with Scrutinizer's Report for disclosure of Voting Results as per the requirements of Regulation 30, 44 (3) and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended.

In terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith copy of Postal Ballot Result along with the Scrutinizer's Report taken for:

- 1. TO APPOINT MANSI JAYENDRA BHATT (DIN: 10177722) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**
- 2. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24.**
- 3. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY**

The Voting period was closed on 31st March, 2025 and the Scrutinizer has submitted their report on 1st April, 2025. Thereafter the result of the voting was declared on 1st April, 2025 by the Company.

The above results are also being uploaded at the website of the Company at www.wardwizardfoods.com. and on the website of the e-voting agency (NSDL).

The Ordinary and Special Resolutions in the aforesaid Postal Ballot Notice have been passed with requisite majority by the members of the Company.

Thanking you,
Yours Faithfully,

For Wardwizard Foods and Beverages Limited

Bhoomi Talati
Company Secretary & Compliance Officer

Encl: as above

Voting Results

Date of the AGM/EGM /Notice of Postal Ballot	27 th February, 2025
Record date	21 st February, 2025
Total number of shareholders on record date	23298
No. of shareholders present in the, meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A N.A
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	N.A N.A

Resolution required: (Ordinary/ Special)	ITEM NO. 1. SPECIAL RESOLUTION: TO APPOINT MANSI JAYENDRA BHATT (DIN: 10177722) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY
Whether promoter/ promoter group are interested in the agenda/resolution?	NO

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes –against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13,71,05,212	13,49,04,212	98.3947	13,49,04,212	0.00	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	13,71,05,212	13,49,04,212	98.3947	13,49,04,212	0.00	100.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	12,00,34,788	10,77,038	0.8973	10,69,434	7604	99.2940	0.7060
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	12,00,34,788	10,77,038	0.8973	10,69,434	7604	99.2940	0.7060
Total		25,71,40,000	13,59,81,250	52.8822	13,59,73,646	7604	99.9944	0.0056

Resolution required: (Ordinary / Special)			ITEM NO. 2. ORDINARY RESOLUTION: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24.					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes –against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13,71,05,212	0	0.00	0.00	0.00	0.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	13,71,05,212	0	0.00	0.00	0.00	0.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	12,00,34,788	10,77,028	0.8973	10,69,422	7606	99.2938	0.7062
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	12,00,34,788	10,77,028	0.8973	10,69,422	7606	99.2938	0.7062
Total		25,71,40,000	10,77,028	4.1885	10,69,422	7606	99.2938	0.7062

Resolution required: (Ordinary/ Special)			ITEM NO. 3. SPECIAL RESOLUTION: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes –against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13,71,05,212	13,49,04,212	98.3947	13,49,04,212	0.00	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	13,71,05,212	13,49,04,212	98.3947	13,49,04,212	0.00	100.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	12,00,34,788	10,77,038	0.8973	10,69,432	7606	99.2938	0.7062
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	12,00,34,788	10,77,038	0.8973	10,69,432	7606	99.2938	0.7062
Total		25,71,40,000	13,59,81,250	52.8822	13,59,73,644	7606	99.9944	0.0056

REPORT OF SCRUTINIZER

[Pursuant to Section 108 & 110 of the Companies Act 2013 and Read with Rules 20 and 22 of
the Companies (Management and Administrations) Rules, 2014, as amended]

The Chairman,

Wardwizard Foods and Beverages Limited

(CIN: L15100WB1953PLC021090)

Regd. Office: Old Nimta Road, Nandan Nagar, Belghoria, Kolkata,
Kolkata, West Bengal, India, 700083.

Dear Sir,

1. I, Kamal A Lalani, Practicing Company Secretary (C. P. No. 25395) having office at C- 41, Vrajbhoomi Society, B/h Yash Complex Gotri Road, Vadodara- 390021, Gujarat India, have been appointed as a Scrutinizer by the Board of Directors of **Wardwizard Foods and Beverages Limited ("the Company")** vide its Board approval dated Thursday, the 27th February, 2025, under the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) for the purpose of scrutinizing the Postal Ballot process, only by way of e-voting process, in respect of resolution contained in the Postal Ballot Notice dated 27th February, 2025, ('Notice') issued in accordance with the applicable circulars issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 of the Securities and Exchange of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), as amended from time to time, Secretarial standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") and all the other applicable laws, rules and regulations (Including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).



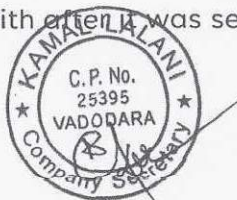
2. The Management of the Company is responsible to ensure the compliance with the requirement of (i) the Companies Act, 2013 and Rules made thereunder; (ii) MCA and SEBI Circulars and (iii) the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("**Listing Regulations**") as amended from time to time, relating to voting through electronic means on the resolution contained in the Notice of Postal Ballot of the Company. My responsibility as a scrutinizer for the remote e-voting is restricted to make a Scrutinizer's Report for Votes cast "in favour" or "against" on the resolution set forth in the Notice of the Postal Ballot of the Company, based on the report generated from the e-voting system provided by National Securities Depository Limited (NSDL), an agency engaged /appointed by the Company to provide remote e-voting facility through electronic means in respect of the resolutions as set out in the Notice of Postal Ballot of the Company.

3. Further to above I submit my report as per the under:

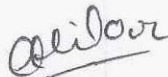
- 3.1 The Company through its appointed agency had, on Friday, 28th February 2025, sent Postal Ballot Notice dated 27th February 2025, along with Statement setting out material facts under Section 102 of the Companies Act, 2013 by electronic means i.e. on the registered e-mail IDs of those members whose name appeared in the Register of Members / List of Beneficiaries as on Friday, 21st February 2025 (Cut-off day).

As per the provisions of the Companies Act, 2013, the numbers of votes cast in respect of each resolution have been counted according to the number of shares held by the concerned members. One share held equal to one vote.


- 3.2 The Company arranged for remote e-voting facility provided by the NSDL for conducting remote e-voting by the members of the company on resolution set out in the Notice of Postal Ballot of the Company.
- 3.3 The above Notice was also placed on the website of the Company www.wardwizardfoods.com and websites of the Stock Exchanges, that is, BSE Limited at www.bseindia.com and on the website of the NSDL at <https://eservices.nsdl.com> forthwith after it was sent to the members.



- 3.4 The Notice clearly indicated the process and manner for voting by electronic means and the time schedule of voting from Sunday, 2nd March, 2025 at 09:00 am and ends on Monday, 31st March, 2025 at 05:00 p.m. during which the votes could be cast and also provided the login ID and created facility for generating password and casting of vote in a secured manner.
- 3.5 As prescribed in the aforesaid Rules and MCA and SEBI Circulars, the Company has also published an advertisement after dispatch of Postal Ballot Notice in e-mode in nationwide "Business Standard" (English Language- All editions) and in "Aarthik Lipi" (Bengali Language- Kolkata edition) on 1st March, 2025 and it carried the required information as specified in the said Rules.
- 3.6 The remote e-voting remained open for a period of 30 days I.E from Sunday, 2nd March, 2025 at 09:00 a.m. to Monday, 31st March, 2025 at 05:00 p.m.
- 3.7 The members holding shares as on the "cut-off-date" i.e. Friday, 21st February 2025 were entitled to vote on the proposed resolution as set out in the Postal Ballot Notice of **Wardwizard Foods and Beverages Limited** through remote e-voting.
- 3.8 104 members had cast their vote on remote e-voting platform till Monday, 31st March 2025 05:00 p.m. (**being last date of casting e-vote**).
- 3.9 After completion of e-voting period on Monday, 31st March, 2025 05:00 p.m., the date of e-voting was diligently scrutinized. Thereafter, the votes casted through remote e-voting were unblocked after completion of e-voting in the presence of two witness, (1) Ms. Hilor Shah, resident of 6 Parshwa Duplex, Behind Dudheshwar Society, Ajwa Road, Mahavir Hall, Vadodara- 390019 and (2) Ms. Divya Vaswani, Vadodara, resident of C-4 Jeevandhara appt., Nr. Dobi Talav, Warashiya, Vadodara, Gujarat -390006, India, who are not in the employment of the Company. They have signed below mentioned confirmation of the votes being unblocked in their presence.



Ms. Hilor Shah



Ms. Divya Vaswani



- 3.10 Thereafter, the details containing, inter alia, list of members, who voted "for" and "against" of the resolution, that was put to vote, were generated from the e-voting website of NSDL i.e. evoting@nsdl.co.in.

The remote e-voting data was scrutinized by the undersigned for verification of the votes casted in favour of against the resolution.

4. Based on the Report of **Wardwizard Foods and Beverages Limited** generated from the e-voting website of NSDL, I hereby submit my report on the result of the remote e-voting in respect of the resolution as under:



Type of Business: - Special Business

RESOLUTION NO. 1: Special Resolution

TO APPOINT MANSI JAYENDRA BHATT (DIN: 1017722) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

Particulars of mode of voting	Total number of valid votes cast	Votes in favour of the resolution		Votes against the resolution	
		Number	% of total number of valid votes cast	Number	% of total number of valid votes cast
Remote E-voting	13,59,81,250	1,35,973,646	99.9944 %	7604	0.0056%
Total Voting	13,59,81,250	1,35,973,646	99.9944 %	7604	0.0056%

RESOLUTION NO. 2: Ordinary Resolution

APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATIONS 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24.

Particulars of mode of voting	Total number of valid votes cast	Votes in favour of the resolution		Votes against the resolution	
		Number	% of total number of valid votes cast	Number	% of total number of valid votes cast
Remote E-voting	1,077,028	1,069,422	99.29%	7,606	0.71%
Total Voting	10,77,028	1,069,422	99.29%	7,606	0.71%



RESOLUTION NO. 3: Special Resolution

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY.

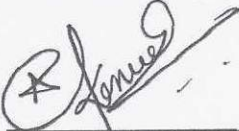
Particulars of mode of voting	Total number of valid votes cast	Votes in favour of the resolution		Votes against the resolution	
		Number	% of total number of valid votes cast	Number	% of total number of valid votes cast
Remote E-voting	1,35,981,250	1,35,973,644	99.9944%	7606	0.0056%
Total Voting	1,35,981,250	1,35,973,644	99.9944%	7606	0.0056%

Note:

5. The above-mentioned resolution has been passed with requisite majority.
6. The register and all other related papers shall remain in my safe custody until the Chairman consider, approve and sign the minutes and thereafter, I shall hand over register and all other related papers to the Company Secretary of the Company.

Thanking You,

Yours faithfully,



KAMAL LALANI
PRACTICING COMPANY SECRETARY
ACS: 37774 (C. P. No.: 25395)
PEER REVIEW NO:3215/2023
UDIN: A037774G000001309



Place: Vadodara

Date: 01/04/2025

Countersigned by:

For WARDWIZARD FOODS AND
BEVERAGES LIMITED

BK Talati



CS Bhoomi Ketan Talati

Company Secretary & Compliance
officer authorized by Chairman