

WARDWIZARD FOODS AND BEVERAGES LIMITED

CIN: L15100WB1953PLC021090

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

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

Mobile: +91 6355426350

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

POSTAL BALLOT NOTICE

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

Dear Members,

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of **Wardwizard Foods and Beverages Limited** ("the Company") by means of Postal Ballot, only by remote e-voting process ("e-voting") being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 108 read with Section 110 and other applicable provision, if any, of the Companies Act, 2013 ("the Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA Circulars)-Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

In compliance with the 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.

In compliance with the MCA Circulars, the Company is sending the Notice only by email to all its members who have registered their email addresses with the Company/RTA of the Company or / depository participant(s) and whose names appear in the Register of Members / List of Beneficial Owners of the Company provided by the Depositories as on **21st February, 2025** (i.e. the "Cut-off Date").

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 The 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.

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Pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company on **27th February, 2025** has appointed Mr. Kamal A Lalani, Practicing Company Secretary, having Membership No.: 37774 and COP No.: 25395 to act as a Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner and he has communicated his willingness to be appointed as a Scrutinizer.

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 within two (2) working days from the close of e-voting period and also be hosted on website of the Company (www.wardwizardfoods.com) and on the website of NSDL (evoting@nsdl.co.in). The Results, along with the Scrutinizer's Report, will also be communicated to BSE Limited where the Equity Shares of the Company are listed. The Company will also display the results of the Postal Ballot at its Registered Office and Corporate Office.

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. **31st March, 2025**, in terms of the Secretarial Standards on General Meeting (SS-2) issued by The Institute of Company Secretaries of India.

SPECIAL BUSINESS:

ITEM NO. 1: TO APPOINT MANSI JAYENDRA BHATT (DIN: 10177722) AS NON-EXECUTIVE INDEPENDENT DIRECTOR 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, pursuant to sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed there under, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 17 & 25 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), and the Articles of Association of the Company and other applicable laws thereof, if any, and pursuant to the recommendation of Nomination and Remuneration Committee and approval of Board of Directors **Ms. Mansi Jayendra Bhatt (DIN: 10177722)**, who was appointed as an Additional Independent Director on 28th January, 2025 pursuant to the provisions of Section 161(1) of the Act and Article of Association of the Company and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act from members proposing her candidature for the office of Director, and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Non-Executive Independent Woman Director of the Company, not liable to retire by rotation and to hold office for a first term of upto five consecutive years with effect from 28th January, 2025 to 27th January, 2030 of the Company-

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“RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company, be and are hereby severally 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.”

ITEM NO: 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.

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 188 of The Companies Act, 2013 (“the Act”) and other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder and Regulation 23 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), and IND AS 24 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 subject to such other approval(s), consent, permission(s) and sanction(s) as may be necessary from time to time and pursuant to the recommendation of Audit Committee and approval of Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company 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 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 2025-2026** 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), borrowings, advances or loans, to give premises on rent, to give donation, to give inter- corporate deposits (i.e Short term loans/ borrowings), on such term(s) and condition(s) as the Board of Directors may deem fit or appointment of such related party(ies) to any office or place of profit in the Company, as per the details set out in the explanatory statement annexed to this notice, for an amount which may exceed the prescribed thresholds as per provisions of the Listing Regulations & under the Companies Act, 2013, as applicable from time to time.

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Sr. No.	Name of the Related Party	Relationship	Nature of transaction	Transaction Amount in Rs	Financial year
1	Mrs. Sheetal Bhalerao	Promoter & Managing Director	As per Section 188 and RPT Policy of the Company	₹ 30 Crore	2025-2026
2	Mr. Yatin Gupte	Promoter & Non-Executive Non-Independent Director	As per Section 188 and RPT Policy of the Company	₹ 30 Crore	2025-2026
3	Sanjay Gupte	Sanjay Gupte is Non-Executive Non independent Director of WFBL	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2025-2026
4	Wardwizard Innovations & Mobility Limited ("WIML")	Mrs. Sheetal Bhalerao is Non-Executive Non - Independent Director of WIML and Managing Director of WFBL Mr. Yatin Gupte Managing Director of WIML is Non - Executive Non-Independent Director of WFBL	As per Section 188 and RPT Policy of the Company	₹ 25 Crore	2025-2026
5	Mangalam Industrial Finance Limited ("MIFL")	Mr. Yatin Gupte, Director of WFBL is Non-Executive-Non- Independent Director of MIFL	As per Section 188 and RPT Policy of the Company	₹ 30 Crore	2025-2026
6	I Secure Credit & Capital Services Limited ("ISCCSL")	Mr. Yatin Gupte, Director of WFBL is Non-Executive -Non Independent Director of ISCCSL.	As per Section 188 and RPT Policy of the Company	₹ 20 Crore	2025-2026
7	Wardwizard Healthcare Limited (Formerly Known as Ayoki Mercantile Ltd)	Promoters of the WFBL are also Promoters of Wardwizard Healthcare Limited	As per Section 188 and RPT Policy of the Company	₹ 30 Crore	2025-2026

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8	Wardwizard Solution India Private Limited and subsidiary ("WWS")	Mr. Yatin Gupte, Comman Director of WWS & ("WFBL")	As per Section 188 and RPT Policy of the Company	₹ 50 Crore	2025-2026
9	Wardwizard Medicare Private Limited	Mrs. Sheetal Bhalerao and Mr. Yatin Gupte is Director of Wardwizard Medicare Private Limited.	As per Section 188 and RPT Policy of the Company	₹ 50 Crore	2025-2026
10	Bluebells Insurance Broking Private Limited	Mr. Yatin Sanjay Gupte Director of WFBL is a Shareholder of Bluebells Insurance Broking Private Limited	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2025-2026
11	Wardwizard Entertainment Private Limited ("WEPL")	Yatin S Gupte HUF is a shareholder of Wardwizard Entertainment Private Limited.	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2025-2026
12	Mrs. Panna Jani	Mrs. Panna Jani is a mother of Mrs. Sheetal Bhalerao (Managing Director) of WFBL.	As per Section 188 and RPT Policy of the Company	₹ 5 Crore	2025-2026
13	Mr. Mandar Bhalerao	Mr. Mandar Bhalerao is a husband of Ms. Sheetal Bhalerao (Managing Director) of WFBL.	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2025-2026
14	JZ hospitality Private Limited	Mr. Mandar Bhalerao Director & Promoter of JZ and he is a husband of Mrs. Sheetal Bhalerao Managing Director of the WFBL.	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2025-2026
15	Mr. Sojan Avirachan	Mr. Sojan Avirachan is in a category of Promoter group of WFBL.	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2025-2026

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16	Aevas Business Solution Private Limited ("ABSPL")	Mr. Sojan Avirachan is a Director and Promoter of ABSPL and in a category of Promoter group of WFBL.	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2025-2026
17	Mr. Venkata Ramana Revuru	Mr. Venkata Ramana Revuru is in a category of Promoter group of WFBL.	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2025-2026
18	Garuda Mart India Private Limited	Mr. Venkata Ramana Revuru is a Director and Promoter of GMIPL and in a category of Promoter group of WFBL.	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2025-2026
19	Yatin S Gupte HUF	Mr. Yatin Gupte Promoter & Director of WFBL is a Karta of HUF.	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2025-2026
20	Wardwizard Foundation	Mrs. Sheetal Bhalerao and Mr. Yatin Gupte is Trustee of Wardwizard Foundation	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2025-2026
21	LCL Aviation Private Limited	Mr. Yatin Gupte is Director of this company.	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2025-2026
22	Wardwizard Properties Holding Private Limited	Mr. Yatin Gupte and Mr. Sanjay Gupte are Directors of the Company	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2025-2026
23	Wardwizard Renewable Energy Private Limited	Mr. Yatin Gupte is Director of this company.	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2025-2026
24	R-Rechord Reverie Private Limited	Mrs. Sheetal Mandar Bhalerao is Director of this Company.	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2025-2026

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“RESOLVED FURTHER THAT any Director and/or, Company Secretary of the Company be and are hereby severally authorized to negotiate, finalize, 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.”

ITEM NO:3: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY:

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 5, 14, 15 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), the Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other necessary statutory approvals and modifications if any, the new set of Articles of Association (“AOA”), be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company and for adoption of new set of Articles of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), be and is hereby authorized to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT any present Director, Chief Financial Officer or Company Secretary of the Company, be and are hereby authorized severally on behalf of the Company to sign and execute all such applications, forms and documents as required, and to do all such acts, deeds, matters and things as may be necessary and to settle any questions, difficulties, or doubts that may arise in this regard, and to accede to such modification to the aforementioned resolution a may be suggested by the Registrar of Companies or such other authorities arising from or incidental to the said amendment without requiring any further approval of the Board.”

**By Order of the Board
For Wardwizard Foods and Beverages Limited
Sd/-
Bhoomi Ketan Talati
Company Secretary & Compliance officer
Membership No: FCS-12828**

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CIN: L15100WB1953PLC021090

Email: compliance@wardwizardfoods.com

Place: Vadodara

Date: 27-02-2025

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NOTES:

1. Explanatory Statement pursuant to Sections 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 resolutions 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") **Friday as on 21st February, 2025 (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 website of the Stock Exchange 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 **Friday, 21st February, 2025**. 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

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7. Procedure for Remote E-Voting

The remote e-voting period begins on **Sunday, 2nd March, 2025** at 09:00 a.m. and ends on **Monday, 31st March, 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 cut-off date i.e. **Friday, 21st February, 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 **Friday, 21st February, 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 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">1. 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.2. 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.jsp3. 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

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(Formerly known as Vegetable Products Limited)





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	<p>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>4. 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> <p> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. 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 user your existing my easi username & password.</p> <p>2. 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. 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.</p>

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	<p>3. 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.</p> <p>4. 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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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](http://www.cdslindia.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 022 - 4886 7000 and 022 - 2499 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 22 55 33

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Mobile: +91 6355426350

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

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?

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:

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- 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.co.in 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.

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

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.

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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 cskamal2014@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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at Pritamd@nsdl.com/ 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

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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.**

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:

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 on support@purvashare.com through its Registrar and Transfer Agent. 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. on Sunday, 2nd March, 2025 and ends at 5.00 p.m. on **Monday, 31st March, 2025**. 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. **Friday, 21st February, 2025** 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 **Monday, 31st March, 2025** 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.

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- 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 Shareregistry (India) Private Limited on <https://www.purvashare.com/email-and-phone-updation/> or mail to Company compliance@wardwizardfoods.com

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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 Nos. 1, 2 and 3 of the accompanying notice:

ITEM NO. 1: TO APPOINT MANSI JAYENDRA BHATT (DIN: 10177722) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its Board Meeting held on 28th January, 2025 the Board had appointed **Ms. Mansi Jayendra Bhatt (DIN: 10177722)** as an Additional Non-Executive Woman Independent Director w.e.f 28th January, 2025 of the Company with immediate effect.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

In terms of Section 161(1) of the Act, **Ms. Mansi Jayendra Bhatt (DIN: 10177722)** holds office up to the date of this ensuing Annual General Meeting and is eligible for appointment as Non-Executive Woman Independent Director. However as per The SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, additional Directors have to be regularized within 3 months from the date of their appointment, hence in the given instance, the Company is seeking shareholder's approval through this postal ballot instead in the forthcoming general meeting.

The appointment of **Ms. Mansi Jayendra Bhatt** shall be effective upon approval by the members in the Meeting. **Ms. Mansi Jayendra Bhatt** is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company and has given declaration to the Board that he meets criteria for independence as provided under Section 149(6) of the Act and Regulation 16 (1) (b) of The SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. She does not hold any equity shares of the Company

Brief resume of Ms. Mansi Jayendra Bhatt

Ms. Mansi Jayendra Bhatt is a dedicated and experienced chartered accountant with a wealth of knowledge and expertise in various areas of taxation, auditing, accounting, finance management, and compliance. With over a decade of professional experience, she has been serving as the proprietor at Mansi Bhatt & Associates since April 2011.

She is member of The Institute of Chartered Accountants of India. Apart from this, she holds Diploma in Information Systems Audit from Institute of Chartered Accountants of India (ICAI). Also She holds degree of LLB and Master degree in Commerce from Maharaja Sayajirao University.

Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

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Name of Director	Ms. Mansi Jayendra Bhatt
Fathers' Name:	Jayendra Padmakant Bhatt
DIN:	10177722
Date of Birth (Age):	07/10/1988/ 37 Years
Brief resume and expertise in specific areas:	<p>Ms. Mansi Bhatt is a member of The Institute of Chartered Accountants of India. She holds master degree in Commerce from Maharaja Sayajirao University.</p> <p>She possesses experience in the field of Taxation, auditing, accounting, finance management, and compliance.</p>
Terms & conditions of appointment /re-appointment:	As mentioned in the statement annexed to the Notice
Date of first appointment on Board:	28 th January, 2025
Years of Experience:	More than 14 years
Qualification:	Chartered Accountants (CA) Diploma in Information Systems Audit (DISA) LLB M.Com
Directorship in Other Companies:	Mangalam Industrial Finance Limited Wardwizard Healthcare Limited I Secure Credit & Capital Services Limited Wardwizard Innovation & Mobility Limited
Name of other public limited Companies, where he is Director including this listed entity	Mangalam Industrial Finance Limited Wardwizard Healthcare Limited I Secure Credit & Capital Services Limited Wardwizard Innovation & Mobility Limited
Name of Listed Companies from which she has resigned in the past three years:	NA
Member/Chairman of the Committee including this listed entity	Wardwizard Foods and Beverages Limited Audit Committee- Member Nomination & Remuneration Committee- Member Stakeholder Relationship Committee- Member Mangalam Industrial Finance Limited Audit Committee- Chairperson Nomination & Remuneration Committee- Member Stakeholder Relationship Committee- Chairperson Wardwizard Healthcare Limited Audit Committee- Chairperson Nomination & Remuneration Committee- Member Stakeholder Relationship Committee- Member

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	I Secure Credit & Capital Services Limited Audit Committee- Member Nomination & Remuneration Committee- Member Stakeholder Relationship Committee- Member Wardwizard Innovation & Mobility Limited Audit Committee- Member Nomination & Remuneration Committee- Member
Number of board meetings attend during 2025-26	1
Shareholding in the company as on date of this report (including shareholding as a beneficial owner)	-
Last salary drawn	NIL
Details of remuneration sought to be paid	She will be eligible for payment of sitting fees and per the approval of the Board.
Relationship with other Directors, manager and Key managerial personal :	Not related to any other Director or Key Managerial Personnel of the Company.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	She is well experienced in the field of taxation, auditing, accounting, finance management.

****Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.***

Copy of the letter of appointment of Ms. Mansi Jayendra Bhatt setting out the terms and conditions of appointment shall be available for inspection by the members electronically. Members seeking to inspect the same can send an email to compliance@wardwizatrdfoods.com

Save and except Smt. Mansi Jayendra Bhatt, being the appointee, or her relatives, none of the other Directors / Key Managerial Personnel of the Company / relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the resolution.

Accordingly, the Board commends the Special Resolution as set out in item No. 1 of the accompanying notice.

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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 to take prior approval of the Shareholders by way of Ordinary Resolution, in case certain transactions with related parties exceeds such sum as 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 financial year 2025-26:

Sr. No.	Name of the Related Party	Relationship	Nature of transaction	Transaction Amount in Rs	Financial year
1	Mrs. Sheetal Bhalerao	Promoter & Managing Director	As per Section 188 and RPT Policy of the Company	₹ 30 Crore	2025-2026
2	Mr. Yatin Gupte	Promoter & Non-Executive Non-Independent Director	As per Section 188 and RPT Policy of the Company	₹ 30 Crore	2025-2026
3	Sanjay Gupte	Sanjay Gupte is Non-Executive Non independent Director of WFBL	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2025-2026
4	Wardwizard Innovations & Mobility Limited ("WIML")	Mrs. Sheetal Bhalerao is Non-Executive Non - Independent Director of WIML and Managing Director of WFBL Mr. Yatin Gupte Managing Director of WIML is Non - Executive Non-Independent Director of WFBL	As per Section 188 and RPT Policy of the Company	₹ 25 Crore	2025-2026

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5	Mangalam Industrial Finance Limited ("MIFL")	Mr. Yatin Gupte, Director of WFBL is Non-Executive-Non- Independent Director of MIFL	As per Section 188 and RPT Policy of the Company	₹ 30 Crore	2025-2026
6	I Secure Credit & Capital Services Limited ("ISCCSL")	Mr. Yatin Gupte, Director of WFBL is Non-Executive -Non Independent Director of ISCCSL.	As per Section 188 and RPT Policy of the Company	₹ 20 Crore	2025-2026
7	Wardwizard Healthcare Limited (Formerly Known as Ayoki Mercantile Ltd)	Promoters of the WFBL are also Promoters of Wardwizard Healthcare Limited	As per Section 188 and RPT Policy of the Company	₹ 30 Crore	2025-2026
8	Wardwizard Solution India Private Limited and subsidiary ("WWS")	Mr. Yatin Gupte, Comman Director of WWS & ("WFBL")	As per Section 188 and RPT Policy of the Company	₹ 50 Crore	2025-2026
9	Wardwizard Medicare Private Limited	Mrs. Sheetal Bhalerao and Mr. Yatin Gupte is Director of Wardwizard Medicare Private Limited.	As per Section 188 and RPT Policy of the Company	₹ 50 Crore	2025-2026
10	Bluebells Insurance Broking Private Limited	Mr. Yatin Sanjay Gupte Director of WFBL is a Shareholder of Bluebells Insurance Broking Private Limited	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2025-2026
11	Wardwizard Entertainment Private Limited ("WEPL")	Yatin S Gupte HUF is a shareholder of Wardwizard Entertainment Private Limited.	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2025-2026
12	Mrs. Panna Jani	Mrs. Panna Jani is a mother of Mrs. Sheetal Bhalerao (Managing Director) of WFBL.	As per Section 188 and RPT Policy of the Company	₹ 5 Crore	2025-2026
13	Mr. Mandar Bhalerao	Mr. Mandar Bhalerao is a husband of Ms.	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2025-2026

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		Sheetal Bhalerao Managing Director) of WFBL.			
14	JZ hospitality Private Limited	Mr. Mandar Bhalerao Director & Promoter of JZ and he is a husband of Mrs. Sheetal Bhalerao Managing Director of the WFBL.	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2025-2026
15	Mr. Sojan Avirachan	Mr. Sojan Avirachan is in a category of Promoter group of WFBL.	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2025-2026
16	Aevas Business Solution Private Limited ("ABSPL")	Mr. Sojan Avirachan is a Director and Promoter of ABSPL and in a category of Promoter group of WFBL.	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2025-2026
17	Mr. Venkata Ramana Revuru	Mr. Venkata Ramana Revuru is in a category of Promoter group of WFBL.	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2025-2026
18	Garuda Mart India Private Limited	Mr. Venkata Ramana Revuru is a Director and Promoter of GMIPL and in a category of Promoter group of WFBL.	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2025-2026
19	Yatin S Gupte HUF	Mr. Yatin Gupte Promoter & Director of WFBL is a Karta of HUF.	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2025-2026
20	Wardwizard Foundation	Mrs. Sheetal Bhalerao and Mr. Yatin Gupte is Trustee of Wardwizard Foundation	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2025-2026
21	LCL Aviation Private Limited	Mr. Yatin Gupte is Director of this company.	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2025-2026

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22	Wardwizard Properties Holding Private Limited	Mr. Yatin Gupte and Mr. Sanjay Gupte are Directors of the Company	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2025-2026
23	Wardwizard Renewable Energy Private Limited	Mr. Yatin Gupte is Director of this company.	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2025-2026
24	R-Rechord Reverie Private Limited	Mrs. Sheetal Mandar Bhalerao is Director of this Company.	As per Section 188 and RPT Policy of the Company	₹ 10 Crore	2025-2026

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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, borrowings/lending of loans and advances, to give premises on rent, to give donation, to give inter corporate deposits, 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 2025-26 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 Regulation 23 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Indian Accounting Standard (IND AS) 24 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 The Companies (Meetings of the Board and its Powers) Rules, 2014 read along with recommended by Audit Committee grant the omnibus approval as per Regulation 23 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular no SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024.

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

WARDWIZARD FOODS AND BEVERAGES LIMITED

CIN: L15100WB1953PLC021090

Registered Office: Old Nimta Road, Nandan Nagar, Belghoria, Kolkata-700083 Corporate Office: 418, GIDC Estate, POR, Ramangamdi, Vadodara- 391243 Mobile: +91 6355426350

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

Table -1

Sr. No	Particulars	Details									
1	Name of the Related Party	Mrs. Sheetal Bhalerao	Mr. Yatin Gupte	Mr. Sanjay Gupte	Wardwizard Innovations & Mobility Limited ("WIML")	Mangalam Industrial Finance Limited ("MIFL")	I Secure Credit & Capital Services Limited ("ICCSL")	Wardwizard Healthcare Limited (Formerly Known as Ayoki Mercantile Ltd)	Wardwizard Solution India Private Limited and subsidiary ("WWS")	Wardwizard Medicare Private Limited	Bluebells Insurance Broking Private Limited
2	Name of the Director of KMP who is related	Mr. Yatin Gupte Mr. Sanjay Gupte	Mrs. Sheetal Mandar Bhalerao Mr. Sanjay Gupte	Mr. Yatin Gupte Mrs. Sheetal Mandar Bhalerao	Mr. Yatin Gupte Mrs. Sheetal Mandar Bhalerao Mr. Sanjay Gupte	Mr. Yatin Gupte	Mr. Yatin Gupte	Mr. Yatin Gupte Mrs. Sheetal Mandar Bhalerao	Mr. Yatin Gupte Mr. Sanjay Gupte.	Mr. Yatin Gupte Mrs. Sheetal Mandar Bhalerao	Mr. Yatin Gupte
3	Nature of Relationship (including nature of interest, financial or otherwise)	Mrs. Sheetal Bhalerao Managing Director of WFBL.Mr. Yatin Gupte	Mr. Yatin Gupte is Manging Director of WIML and Mr. Yatin Gupte & Mrs. Sheetal	Sanjay Gupte is Non-Executive Non independ Director of WFBL	Ms. Sheetal Bhalerao is Non-Executive Non-Independent Director of WIML and	Mr. Yatin Gupte, Director of WFBL (-) is Non-Executive- Non-Independent Director	Mr. Yatin Gupte, Director of WFBL (-) is Non-Executive - Non-Independent Director of	Promoters of the WFBL are also Promoters of Wardwizard Healthcare Limited	Mr. Yatin Gupte, Common Director of WWS & WFBL	Mrs. Sheetal Bhalerao and Mr. Yatin Gupte is Director of ward wizard Medicare Private Limited	Mr. Yatin Sanjay Gupte Director of WFBL is a Sharehold er of Bluebells Insurance Broking Private

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		and Mrs. Sheetal Bhalerao are Business Partners	Bhalerao are Business Partners	and Executive Directors of WIML	Managing Director of WFBL Mr. Yate Gupte Managing Director WIML is Non-Executive Non-Independent Director WFBL	of MIFL	ISCCSL.				Limited
4	Nature of Transaction	As per Section 188 and RPT policy of the Company									
5	Tenure of Transaction	FY 2025-2026	FY 2025-2026	FY 2025-2026	FY 2025-2026	FY 2025-2026	FY 2025-2026	FY 2025-2026	FY 2025-2026	FY 2025-2026	FY 2025-2026
6	Maximum value of Transactions	₹ 30 Crore	₹ 30 Crore	₹ 10 Crore	₹ 25 Crore	₹ 30 Crore	₹ 20 Crore	₹ 30 Crore	₹ 50 Crore	₹ 50 Crore	₹ 10 Crore
7	Type, Material terms and particulars of the proposed transaction	(a) The transaction involves (a)sale, purchase or supply of any goods or materials; (b) selling or otherwise disposing of, or buying, property of any kind; (c) leasing of property of any kind; (d) availing or rendering of any services; (e) Borrowing/Lending (Loans and Advances) during the financial year 2025-26 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	Not Applicable									

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	immediately preceding financial year, that is represented by the value of the proposed transaction	
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.

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11	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments (nature of indebtedness / Cost of Funds and Tenure to be specified)	No
12	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	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
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	A copy of the Valuation or other	

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	external party report, if any such report has been relied upon.	Not applicable
16	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	Not applicable
17	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.

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Sr. No	Particulars	Details									
1	Name of the Related Party	Wardwizard Entertainment Private Limited	Mrs. Panna Jani	Mr. Mandar Bhalerao	JZ hospitality Private Limited	Mr. Sojan Avirachan	Aevas Business Solution Private Limited	Mr. Venkata Ramana Revuru	Garuda Mart India Private Limited	Yatin S Gupte HUF	Wardwizard Foundation
2	Name of the Director of KMP who is related	Mr. Yatin Gupte	Mrs. Sheetal Mandar Bhalerao	Mrs. Sheetal Mandar Bhalerao	Mrs. Sheetal Mandar Bhalerao	Mr. Yatin Gupte	Mrs. Sheetal Mandar Bhalerao	Mr. Yatin Gupte	Mrs. Sheetal Mandar Bhalerao	Mr. Yatin Gupte	Mrs. Sheetal Bhalerao
3	Nature of Relationship (including nature of interest, financial or otherwise)	Yatin S Gupte HUF is a shareholder of Wardwizard Entertainment Private Limited	Mrs. Panna Jani is a mother of Mrs. Sheetal Bhalerao Managing Director of WFBL	Mr. Mandar Bhalerao is a husband of Mrs. Sheetal Bhalerao Managing Director of WFBL	Mr. Mandar Bhalerao Director & Promoter of JZ and he is a husband of Mrs. Sheetal Bhalerao Managing Director of the WFBL	Mr. Sojan Avirachan is in a category of Promoter group of WFBL.	Mr. Sojan Avirachan is Director and Promoter of ABSPL and in a category of Promoter group of WFBL.	Mr. Venkata Ramana Revuru is in a category of Promoter group of WFBL.	Mr. Venkata Ramana Revuru is a Director and Promoter of GMIPL and in a category of Promoter group of WFBL	Mr. Yatin Gupte Promoter & Director of WFBL is a Karta of HUF.	Mrs. Sheetal Bhalerao and Mr. Yatin Gupte is Trustee of Wardwizard Foundation
4	Nature of Transaction	As per Section 188 and RPT policy of the Company									
5	Tenure of Transaction	FY 2025-	FY 2025-	FY 2025-	FY 2025-	FY 2025-	FY 2025-	FY 2025-	FY 2025-2026	FY 2025-	FY 2025-

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		2026	2026	2026	2026	2026	2026	2026	2026	2026	2026
6	Maximum value of Transactions	₹ 10 Crore	₹ 5 Crore	₹ 10 Crore	₹ 10 Crore	₹ 10 Crore	₹ 10 Crore	₹ 10 Crore	₹ 10 Crore	₹ 10 Crore	₹ 10 Crore
7	Type, Material terms and particulars of the proposed transaction	(a) The transaction involves (a)sale, purchase or supply of any goods or materials; (b) selling or otherwise disposing of, or buying, property of any kind; (c) leasing of property of any kind; (d) availing or rendering of any services; (e) Borrowing/Lending (Loans and Advances) during the financial year 2025-26 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	Not Applicable									

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	Subsidiary)	
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 (nature of indebtedness / Cost of Funds and Tenure to be specified)	NO
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.

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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
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	A copy of the Valuation or other external party report, if any such report has been relied upon.	Not applicable
16	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	Not applicable
17	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.

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Sr.No	Particulars	Details			
1	Name of the Related Party	LCL Aviation Private Limited	Wardwizard Properties Holdings Private Limited	Wardwizard Renewable Energy Private Limited	R- Rechord Reverie Private Limited
2	Name of the Director of KMP who is related	Mr. Yatin Sanjay Gupte	Mr. Yatin Gupte Mr. Sanjay Gupte	Mr. Yatin Gupte	Mrs. Sheetal Mandar Bhalerao
3	Nature of Relationship (including nature of interest, financial or otherwise)	The Company is Promoted by Mr. Yatin Sanjay Gupte (Common Director in both the companies)	Mr. Yatin Gupte and Mr. Sanjay Gupte are common Directors	Mr. Yatin Gupte is a Common Director	Mrs. Sheetal Mandar Bhalerao is a Common Director.
4	Nature of Transaction	As per Section 188 and RPT policy of the Company	As per Section 188 and RPT policy of the Company	As per Section 188 and RPT policy of the Company	As per Section 188 and RPT policy of the Company
5	Tenure of Transaction	FY 2025-2026	FY 2025-2026	FY 2025-2026	FY 2025-2026
6	Maximum value of Transactions	₹ 10 Crore	₹ 10 Crore	₹ 10 Crore	₹ 10 Crore
7	Type, Material terms and particulars of the proposed transaction	(a) The transaction involves (a)sale, purchase or supply of any goods or materials; (b) selling or otherwise disposing of, or buying, property of any kind; (c) leasing of property of any kind; (d) availing or rendering of any services; (e) Borrowing/Lending (Loans and Advances) during the financial year 2025-26 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	Not Applicable			

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	year, that is represented by the value of the proposed transaction	
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	NO

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	deposits, advances or investments (nature of indebtedness / Cost of Funds and Tenure to be specified)	
12	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	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
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 significant role in the growth of business operations of the listed entity/its subsidiaries/step down subsidiaries.
15	A copy of the Valuation or other external party report, if any such report has	Not Applicable

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	been relied upon.	
16	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	Not Applicable
17	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.

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LIMITED**

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Percentage mentioned in the Explanatory Statement are rounded off.

The Indicative base price/ current contracted price and the formula for variation in the price if any: **It cannot be ascertained at this moment, it depends on the purchase during said period.**

Other conditions as the audit committee may deem fit: **NIL**

Manner of determining the pricing: **All the Proposed transaction (s) would be carried out as part of business requirement of the Company and are ensured to be on arm's length basis.**

Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors: **All factors have been considered.**

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 Ordinary Resolution.

Any subsequent material modifications in the proposed transactions, as may be defined or identified by the Audit Committee pursuant to 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.

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.

ITEM NO 3: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

As the Members of the Company are aware that the Company was incorporated in the year 1953 INCORPORATED UNDER THE INDIAN COMPANIES ACT, VII OF 1913 and hence, the existing Articles of Association (“existing AOA”) of the Company are based on the provisions of the Companies Act, 1913 and further amendments were adopted, from time to time, over the past years.

In order to bring existing AOA of the Company in line with the provisions of the Act, the Company is required to carry-out numerous changes in the existing AOA and hence it is considered desirable to adopt a comprehensive new set of Articles of Association of the Company (“New Articles”) in substitution of and to the exclusion of the existing AOA.

Accordingly, The Board at its meeting held on Thursday, 27th February, 2025 approved and recommended, subject to approval of the Members of the Company, the adoption of new set of Articles of Association of the Company in substitution of existing AOA to make it consistent and align it with the provisions of the Act and the Rules made thereunder, as set out in the Special Resolution at item no. 3 of this Notice.

As per the provisions of Section 14 and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014, approval of the Members of the Company by way of a Special Resolution is required for adoption of new AOA by adoption of new AOA in substitution of existing AOA.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Corporate Office of the Company during the office hours on any working day, except Sundays, between 10.00 a.m. to 5.00 p.m. till the conclusion of Postal Ballot.

The Board recommends passing of the resolution set out at Item No. 3 for the approval of the members of the Company by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, financially or otherwise, either directly or indirectly in passing of the said Special Resolution, save and except to the extent of their respective interest as shareholders of the Company.

In the opinion of the Board, the proposed special resolution is in the interest of the Company and its shareholders and therefore, recommend passing of the special resolution as set out in item no. 3 of this Notice.

By Order of the Board
For Wardwizard Foods and Beverages Limited
Sd/-
Bhoomi Ketan Talati
Company Secretary & Compliance officer
Membership No: FCS-12828

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CIN: L15100WB1953PLC021090

Email: compliance@wardwizardfoods.com

Place: Vadodara

Date: 27-02-2025