

Date: 31st August, 2024

By E-Filing

Corporate Relations Department

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai-400 001

Scrip Code: 538970

Scrip ID: WARDINMOBI

Kind Attd. : Corporate Relations Department

Sub: Intimation of Outcome of Meeting of Board of Directors ("The Board") of Wardwizard Innovations & Mobility Limited("the Company") held on Saturday, 31st August, 2024.

Listing Regulation: Disclosure under Regulation 30 and all other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, (Listing Regulations) as amended from time to time.

Dear Sir/Madam,

This is with reference to the above, we wish to inform you that the Board of Directors of the Wardwizard Innovations & Mobility Limited ("the Company") at its meeting held today i.e **Saturday, 31st August, 2024** has transacted and approved the following matters, *inter alia*:

1. **Re-appointment of Mrs. Sheetal Mandar Bhalerao (DIN: 06453413) as Non- Executive Non-Independent Director:** Recommendation for re-appointment of **Mrs. Sheetal Mandar Bhalerao, (DIN: 06453413)**, Non- Executive Non- Independent Director, who retires by rotation at the ensuing Annual General Meeting of the Company, subject to the approval of Shareholders at the 42nd Annual General Meeting pursuant to the provisions of section 152 of the Companies Act, 2013.

Details with respect to Regulation 30 read with Schedule III of the Listing Regulations, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is enclosed in Annexure -A.

2. **Re-Appointment of Statutory Auditor:** Based on the recommendation of the Audit Committee, the appointment of **M/s VCA & Associates, Chartered Accountants (Firm Registration No. 114414W)**, Vadodara, Gujarat as the Statutory Auditors of the Company for a second term of 05 (five) years from the conclusion of the 42nd (Forty Second) Annual General Meeting till the conclusion of 47th (Forty Seventh) Annual General Meeting of the Company, subject to approval of the Members at the forthcoming Annual General Meeting of the Company.

The term of existing Statutory Auditors, **M/s VCA & Associates, Chartered Accountants (Firm Registration No. 114414W)**, Vadodara, Gujarat shall expire at the upcoming the 42nd (Forty two) Annual General Meeting of the Company.

*Details pursuant to SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is enclosed as **Annexure- B**.*

- 3. Increase in the Borrowing Limits of the Company in terms of Section 180(1)(c) of the Act:**
Based on the recommendation of the Audit Committee, authorization to increase the borrowing limits of the Board of the Company as per the provisions of Section 180(1) (c) of the Companies Act, 2013, as may be amended from time to time, ("Act") and other applicable provisions, to raise or borrow, from time to time, such sum or sums as they may deem appropriate for the purpose of the Company, in order to meet its working capital requirement and capital expenditure programme, subject to the shareholders approval at the ensuing Annual General Meeting of the Company provided that the total amount upto which the monies may be borrowed shall not at any time exceed **Rs. 400,00,00,000 (Rupees Four Hundred Crore Only)**.
- 4. Creation of Charge / Pledge / Hypothecation / Mortgage in terms of Section 180(1)(a) of the Act:**
Authorization to create fixed/ floating charges by way of mortgages or pledge of shares or hypothecation on all or any part of the immovable and movable properties of the company, both present and future and/ or the whole or part of the undertaking of the Company to secure the amount borrowed by the Company under section 180(1)(a) of the Companies Act, 2013 and other applicable laws, if any, provided that the maximum extent of the indebtedness secured by the properties of the Company does not exceed at any time **Rs. 400,00,00,000 (Rupees Four Hundred Crore Only)**, subject to approval of shareholders at the ensuing Annual General Meeting of the Company.
- 5. Authorization to advance any loan or give/grant/issue any guarantee/letter of comfort/letter of support or provide any security in connection with loan availed by any person in whom any of the Director of the company is interested under section 185 of the Companies Act, 2013,** subject to shareholders approval at the ensuing Annual General Meeting of the Company provided that the total amount upto which the monies may be borrowed shall not at any time exceed **Rs. 150,00,00,000 (Rupees One Hundred Fifty Crore)**.
- 6. Make Investment(s) or give loan(s) or grant or give guarantee(s) or provide security(ies) in connection with a loan made under section 186 of the Companies Act, 2013,** subject to shareholders approval at the ensuing Annual General Meeting of the Company provided that the total amount upto which the monies may be borrowed shall not at any time exceed **Rs. 150,00,00,000 (Rupees One Hundred Fifty Crore)**.
- 7. Approval for Material Related Party Transaction(s) under section 188 of the Companies Act, 2013** and Regulation 23 of SEBI (LODR) Regulations, 2015 and IND AS- 24, subject to the approval of shareholders at the ensuing Annual General Meeting of the Company.
- 8. Alteration of Articles of Association of the Company:** Authorization to the Company for adoption of new set of Articles of Association ('AOA') of the Company, subject to the approval of shareholders at the ensuing Annual General Meeting of the Company.
*Brief details with respect to adoption of new set of Article of Association of the Company is enclosed in **Annexure- C**.*
- 9. The Notice of 42nd Annual General Meeting ("AGM") of the Company,** Directors' Report (Board Report) and its annexures and Management Discussion and Analysis Report (MDAR), Business

Responsibility & Sustainability Report and other related documents forming the part of Annual Report for Financial Year 2023-2024.

10. The **42nd Annual General Meeting of the Members of the Company to be held on Monday, 30th September, 2024** through Video conferencing (“VC”)/Other Audio Visual Means (‘VC/OAVM’) facility in accordance with the relevant circulars issued by the Ministry of Corporate Affairs (“MCA”) to transact the business as contained in the notice convening the AGM. The Remote e-voting period will commence from **Thursday, 26th September, 2024 at 09.00 A.M. to Sunday, 29th September, 2024 at 05.00 P.M.**
11. Pursuant to Section 91 & other applicable provisions of the Companies Act, 2013 and in accordance with the Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Book of the Company shall remain closed from **Friday, 20th September, 2024 to Monday, 30th September, 2024 (both days inclusive)** for taking record of the Members of the Company for the purpose of ensuing 42nd Annual General Meeting.
12. The Board fixed a **Record date on Friday, 20th September, 2024** for determining the members eligible to receive the final dividend for the Financial Year 2023-2024, subject to the approved by the members at the ensuing Annual General Meeting of the Company.
13. Appointment **Mr. Kamal A Lalani, Practicing Company Secretary** as a scrutinizer for conducting e-voting to be conducted at 42nd Annual General Meeting of the Company.
14. Avail e-voting facility to members from **Purva Shareregistry (India) Private Limited**, Registrar and Transfer Agents (RTA) for e-Voting and Video conferencing (“VC”)/Other Audio Visual Means (‘VC/OAVM’) facility with respect to in the ensuing Annual General Meeting.
15. Opening of Dividend Account for the Financial Year 2023-24 with HDFC Bank Limited, or any other banker of the Company as may be decided by the board for distribution of final dividend.

The aforesaid Outcome of the Board meeting held today is also being made available on the Company’s website at www.wardwizard.in.

The meeting of Board of Directors commenced at 14.00 P.M hours (IST) & concluded at 15.00 P.M hours (IST).

Kindly take the same on record and acknowledge the receipt.

Thanking you,

For WARDWIZARD INNOVATIONS & MOBILITY LIMITED

**JAYA ASHOK BHARDWAJ
COMPANY SECRETARY AND COMPLIANCE OFFICER**

Encl: As above

CIN: L35100MH1982PLC264042

Registered Office: Office No 4604, 46th Floor Kohinoor Square, Kelkar Marg, Shivaji Park, Dadar(West) Nr. R.G. Gadkari Chock Mumbai, Maharashtra-400028 India.

Corporate Office: Survey 26/2, Opp, Pooja farm, Sayajipura, Ajwa Road, Vadodara, Gujarat-390019, India

Email ID: compliance@wardwizard.in | **Website:** www.wardwizard.in | **Compliance No:** +91 9727755083 | 6358849385 | **HQ Number:** 02668352000

ANNEXURE- A

(Details with respect to Regulation 30 read with Schedule III of the Listing Regulations, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023)

Re-appointment of Mrs. Sheetal Mandar Bhalerao (Non- Executive Non Independent Director) of the Company

Particulars	Details
Name of Director	Sheetal Mandar Bhalerao (DIN: 06453413)
Reason for Change viz re-appointment, Re-appointment, Resignation, removal, death or otherwise	Recommendation for re-appointment of Mrs. Sheetal Mandar Bhalerao as Non- Executive Non Independent Director, who retires by rotation in the 42 nd Annual General Meeting, subject to approval of Shareholders.
Date of Re- Appointment	30 th September, 2024 (i.e Date of ensuing Annual General Meeting of the Company)
Brief Profile	<p>Mrs. Sheetal Bhalerao is a seasoned HR professional with over 18 years of experience. She holds an MBA in Human Resource Management from the University of South Australia. With a proven track record in leadership roles across various industries, Mrs. Bhalerao is known for her strategic thinking, people management skills, and commitment to teamwork.</p> <p>She is one of the distinguished personalities who has proved her mettle in the corporate industry and associated with many Leadership Roles in the industry.</p>
Disclosure of relationship between directors	Mrs. Sheetal Mandar Bhalerao is a Business Partner of Mr. Yatin Sanjay Gupte (Chairman & Managing Director, Promoter)
Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018-19	Mrs. Sheetal Mandar Bhalerao is not debarred from holding the office of director pursuant to any SEBI order or any other authority.

CIN: L35100MH1982PLC264042

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ANNEXURE B

Details with respect to Regulation 30 read with Schedule III of the Listing Regulations, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Re- Appointment of M/s. VCA & Associates as the Statutory Auditors of the Company:

Sr. No.	Particulars	Details
1.	Name of Statutory Auditor	M/s. VCA & Associates Chartered Accountants (ICAI Firm registration no. 114414W)
2.	Reason for Change viz appointment, Re-appointment Resignation, removal, death or otherwise	<p>Re-Appointment as Statutory Auditors of the Company:</p> <p>The term of the existing Statutory Auditors, M/s VCA & Associates, Chartered Accountants (Firm Registration No. 114414W), Vadodara, Gujarat is expiring at the upcoming the 42nd (Forty two) Annual General Meeting of the Company.</p> <p>Based on the recommendation of the Audit Committee, the appointment of M/s VCA & Associates, Chartered Accountants (Firm Registration No. 114414W), Vadodara, Gujarat as the Statutory Auditors of the Company for a second term of 05 (five) years from the conclusion of the 42nd (Forty two) Annual General Meeting till the conclusion of 47th (Forty Seventh) Annual General Meeting of the Company, subject to approval of the Members at the forthcoming Annual General Meeting of the Company.</p>
3.	Date of Re- Appointment & Terms of Appointment	<p>Date : 30th September, 2024(i.e Date of ensuing Annual General Meeting of the Company)</p> <p>For a second term of 05 (five) years from the conclusion of 42nd Annual General Meeting till the conclusion of 47th Annual General Meeting.</p> <p>Term of Appointment: 05 years</p>
4.	Brief Profile	Name of Statutory Auditor:

CIN: L35100MH1982PLC264042

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		<p>M/s. VCA & Associates Chartered Accountants ICAI Firm registration No.: 114414W</p> <p>Address: 3rd Floor, Samyak Status, Near D.R. Amin School, District Court Road, Diwalipura, Vadodara-390007 Gujarat.</p> <p>Auditor's Brief Profile:</p> <p>VCA & Associates, Chartered Accountants, Vadodara, Gujarat is a dynamic accounting firm founded in 1994, offering a wide range of services including audit, taxation, and compliance consulting. With offices in Vadodara, Ahmedabad, and Bhavnagar, the firm's team of experienced professionals provides expert advice to individuals, businesses, and organizations.</p> <p>VCA & Associates has a valid peer review certificate issued by the ICAI.</p>
5.	Disclosure of relationship between directors (in case of appointment of a director)	Not Applicable

ANNEXURE C

Details with respect to Regulation 30 read with Para A (14) of Part A of Schedule III of the Listing Regulations, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Brief Details with respect to adoption of new set of Articles of Association (“AOA”) of the Company:

Sr. No	Particular	Details
1.	Adoption of new set of Articles of Association (“AOA”) of the Company as per Companies Act, 2013	<p>Upon enactment of the Companies Act, 2013 ("the Act"), the Articles of Association of the Company needs to be re-aligned as per the provisions of the Act. Hence it is recommended and approved by the Board of Directors of the Company at its meeting held today i.e August 31st, 2024 to adopt a new set of Articles of Association ("AOA") in line with the Companies Act, 2013, in place of and to the exclusion of existing Articles of Association of the Company.</p> <p>In order to bring the existing AOA of the Company in line with the provisions of the new Act, the Company will have to make numerous changes in the existing AOA. It is therefore 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.</p>