

REF: WIML/BSE/OUTCOME-POSTAL BALLOT/MAY/2024

Date: 22nd May, 2024

To,
Corporate Relations Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001

Scrip Code: 538970

Script ID: WARDINMOBI

Sub: Results of Postal Ballot Notice (conducted through the e-voting process) of Wardwizard Innovations & Mobility Limited ("The Company") and Disclosure of Voting Results along with Scrutinizer Report

Listing Regulation: Regulation 44 and all other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time and submission of Scrutinizer's Report

Dear Sir/Madam,

We invite your kind attention to our letter dated 19th April, 2024, submitting the Notice of Postal Ballot dated 18th April, 2024 issued to the members of the Company for seeking their approval, by way of Special Resolution, taken for:

Sr. No	Particulars	Type of Resolution
1	REGULARIZATION OF APPOINTMENT OF MR. PARESH P THAKKAR (DIN: 08265981) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY	SPECIAL RESOLUTION
2	REGULARIZATION OF APPOINTMENT OF MR. MITESHKUMAR G RANA (DIN: 06770916) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY	SPECIAL RESOLUTION
3	RE-APPOINTMENT OF MR. YATIN SANJAY GUPTA (DIN: 07261150) AS MANAGING DIRECTOR OF THE COMPANY AND APPROVAL OF PAYMENT OF REMUNERATION	SPECIAL RESOLUTION
4	APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION (S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013, REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015 AND IND AS - 24 FOR THE FINANCIAL YEAR 2024-25	SPECIAL RESOLUTION

Ms. Pooja Amit Gala, Proprietor of Pooja Gala & Associates, Practicing Company Secretaries (Membership No. ACS – 69393 & Certificate of Practice No. 25845), was appointed as Scrutinizer to conduct the Postal Ballot, through the e-voting process.

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

The remote e-voting period was started on **Sunday, 21st April, 2024** at 9.00 A.M (IST) and closed on **Monday, 20th May, 2024 at 5:00 P.M. (IST)** and the Scrutinizer has submitted its report on 21st May, 2024.

Based on the report given by Scrutinizer, we are enclosing herewith the details of e-voting results on the said Special Resolutions, as per the format specified under Regulation 44(3) of Listing Regulations. The said Resolutions as mentioned in the Postal Ballot Notice dated 18th April, 2024, has been passed, with the requisite majority, on 20th May, 2024 (being the last date of e-voting).

The E-Voting results (Annexure — 1) and the Scrutinizer's Report on e-voting results (Annexure — 2) are enclosed herewith and same is being also uploaded at the website of the Company i.e. www.wardwizard.in and on the website of the Stock Exchange i.e www.bseindia.com.

In this connection, please find enclosed the following;

- a) Voting Results in format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations
- b) Scrutinizer Report dated 21st May, 2024.

The above Outcome of Postal Ballot shall also be made available on the Company's website at www.wardwizard.in.

You are requested to take the above information on record and disseminate the same for the information of the stakeholders.

**Thanking you,
For WARDWIZARD INNOVATIONS & MOBILITY LIMITED**

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

Voting Results

Date of the AGM/EGM/Notice of Postal Ballot	18 th April, 2024
Record date	12 th April, 2024
Total number of shareholders on record date	1,51,968
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 - REGULARIZATION OF APPOINTMENT OF MR. PARESH P THAKKAR (DIN: 08265981) 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	17,58,58,599	15,04,88,000	85.5733	15,04,88,000	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		17,58,58,599	15,04,88,000	85.5733	15,04,88,000	0.00	100.00
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	8,48,35,301	18,27,995	2.1548	18,14,794	13,201	99.2778	0.7222
	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		8,48,35,301	18,27,995	2.1548	18,14,794	13,201	99.2778
Total		26,06,93,900	15,23,15,995	58.4271	15,23,02,794	13,201	99.9913	0.0087

Resolution required: (Ordinary / Special)			ITEM NO. 2. SPECIAL RESOLUTION - REGULARIZATION OF APPOINTMENT OF MR. MITESHKUMAR G RANA (DIN: 06770916) 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	17,58,58,599	15,04,88,000	85.5733	15,04,88,000	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		17,58,58,599	15,04,88,000	85.5733	15,04,88,000	0.00	100.00
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	8,48,35,301	18,15,520	2.1401	18,02,275	13,245	99.2705	0.7295
	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		8,48,35,301	18,15,520	2.1401	18,02,275	13,245	99.2705
Total		26,06,93,900	15,23,03,520	58.4224	15,22,90,275	13,245	99.9913	0.0087

Resolution required: (Ordinary/ Special)			ITEM NO. 3. SPECIAL RESOLUTION- RE-APPOINTMENT OF MR. YATIN SANJAY GUPTE (DIN: 07261150) AS MANAGING DIRECTOR OF THE COMPANY AND APPROVAL OF PAYMENT OF REMUNERATION					
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	*17,58,58,599	*5,80,00,000	32.9810	*5,80,00,000	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		*5,80,00,000	32.9810	*5,80,00,000	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	8,48,35,301	18,15,620	2.1402	17,83,419	32,201	98.2264	1.7736
	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		8,48,35,301	18,15,620	2.1402	17,83,419	32,201	98.2264
Total		26,06,93,900	5,98,15,620	22.9448	5,97,83,419	32,201	99.9462	0.0538

* Note: As on the cut of date i.e. 12th April, 2024 - Mr. Yatin Sanjay Gupte (Director and Promoter) holding 9,24,88,000 no of Equity shares is interested in the above mentioned resolution, hence e-voting done by them are not considered.

Resolution required: (Ordinary/ Special)			ITEM NO. 4. SPECIAL RESOLUTION: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION (S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013, REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015 AND IND AS 24 FOR FINANCIAL YEAR 2024-25:					
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	*17,58,58,599	*0.00	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		*0.000	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	8,48,35,301	18,16,164	2.1408	17,87,848	28,316	98.4409	1.5591
	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		8,48,35,301	18,161,64	2.1408	17,87,848	28,316	98.4409
Total		26,06,93,900	18,16,164	0.6967	17,87,848	28,316	98.4409	1.5591

* Note: As on the cut-off date of the Notice i.e 12th April, 2024 ,Mr. Yatin Sanjay Gupte (Director and Promoter) holding 9,24,88,000 no of Equity shares, Aevas Business Solutions Private Limited (Promoter) holding 3,00,00,000 and Garuda Mart India Private Limited (Promoter) holding 2,80,00,000 are interested in the above mentioned resolution, hence e-voting done by them are not considered.

For WARDWIZARD INNOVATIONS & MOBILITY LIMITED

JAYA ASHOK BHARDWAJ
COMPANY SECRETARY AND COMPLIANCE OFFICER



SCRUTINIZER'S REPORT

To,
Board of Director,
Wardwizard Innovations & Mobility Limited

CIN: L35100MH1982PLC264042

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

Corporate Office address : Survey 26/2, Opposite Pooja Farm Sayajipura, Ajwa Road, Vadodara, Gujarat, India, 390019

Dear Sir,

I, Pooja Gala & Associates, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors in its meeting held on **18th April, 2024** of **Wardwizard Innovations & Mobility Limited** ("Company") for the purpose of scrutinizing the E-voting process in fair and transparent manner and ascertaining the requisite majority of Postal Ballot Notice dated **18th April, 2024** voting carried out as per the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 & Companies (Management & Administration) Rules, 2014 as amended from time to time on the below mentioned resolutions passed by Postal Ballot.

In view of the pandemic situation prevailing in the country and to obviate difficulties faced by corporates in providing both voting by physical ballot and e-voting provision was made for the members to vote through e-voting only. This was in accordance with the terms of the General Circular No.14/2020 dated 8th April 2020 and General Circular No. 17/2020 dated 13th April 2020 and General Circular No. 22/2020 dated 15th June 2020, MCA Circular No. 33/2020 dated 28th September, 2020, MCA Circular No. 39/2020 dated 30th December, 2020, MCA Circular no. 10/2021 dated 23rd June, 2021 and MCA Circular No. 20/2021 dated 08th December, 2021 and MCA Circular No. 03/2022 dated 05th May, 2022 and MCA circular 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs, Government of India (the 'MCA Circulars').

The Company had appointed National Securities Depository Limited (NSDL) as the service provider for remote E-Voting to the shareholders from **21st April, 2024** (9.00 a.m.) to **20th May, 2024** (5.00 p.m.). On completion of e-voting period, in compliance of the provisions of Rule 20 (4) (xii) of the Companies (Management and administration) Amendment Rule, 2015, I have unblocked the E-Voting Votes on **20th May, 2024**.





Special Business:

ITEM NO. 1: REGULARIZATION OF APPOINTMENT OF MR. PARESH P THAKKAR (DIN: 08265981) 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, 161 and other applicable provisions, if any, of The Companies Act, 2013 (“the Act”) read with Rule 8 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, [including any statutory modification(s) or re-enactment thereof for the time being in force] and Schedule IV to the Act and various Regulation 16, 17, 25 and other relevant regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulation”), as amended from time to time and the Articles of Association of the Company, Mr. Paresh P Thakkar (DIN: 08265981), who was appointed pursuant to Section 161 of the Act as an Additional Non-Executive Independent Director on 16th March, 2024, by the Board on recommendation of Nomination & Remuneration Committee and who has submitted a declaration that he 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 Director” of the Company to hold office for a first term of 5 (five) consecutive years commencing from 16th March, 2024 to 15th March, 2029 (both days inclusive), and that he shall not be liable to retire by rotation and that he shall be paid sitting fees as approved by the Board and reimbursement of expenses (if any) as may be permissible under the law from time to time.”

“RESOLVED FURTHER THAT any Director and/or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or 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, inter-alia, filings of required forms / documents with the Ministry of Corporate Affairs and Stock Exchange and / or other authorities as may be required to give effect to this resolution.”

ITEM NO. 2: REGULARIZATION OF APPOINTMENT OF MR. MITESHKUMAR G RANA (DIN: 06770916) 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, 161 and other applicable provisions, if any, of The Companies Act, 2013 (“the Act”) read with Rule 8 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, [including any statutory modification(s) or re-enactment thereof for the time being in force] and Schedule IV to the Act and various Regulation 16, 17, 25 and other relevant regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time and the Articles of Association of the Company, Mr. Miteshkumar G Rana (DIN: 06770916), who was appointed pursuant to Section 161 of the Act as an Additional Non-Executive Independent Director on 16th March, 2024, by the Board on recommendation of Nomination & Remuneration Committee and who has submitted a declaration that he 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 a “Non-Executive Independent Director” of the Company to hold office for a first term of 5 (five) consecutive years commencing from 16th March, 2024 to 15th March, 2029 (both days inclusive), and that he shall not be liable to retire by rotation and that he shall be paid sitting fees as approved by the Board and reimbursement of expenses (if any) as may be permissible under the law from time to time.”



“RESOLVED FURTHER THAT any Director and/or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or 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, inter-alia, filings of required forms / documents with the Ministry of Corporate Affairs and Stock Exchange and / or other authorities as may be required to give effect to this resolution.”

ITEM NO. 3: RE-APPOINTMENT OF MR. YATIN SANJAY GUPTA (DIN: 07261150) AS MANAGING DIRECTOR OF THE COMPANY AND APPROVAL OF PAYMENT OF REMUNERATION:

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“The Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), and Regulation 17(6)(e) and other applicable provisions or regulations, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR Regulations”) and other applicable laws (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions and the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approval of the Board of Directors (“Board”) of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Yatin Sanjay Gupte (DIN: 07261150) as Managing Director of the Company, for a further period of three (03) years from the completion of his present term of office (i.e on 31st August, 2024) and commencing from 01st September, 2024 till 31st August, 2027 [both days inclusive]; and payment of remuneration as mentioned in the explanatory statement, provided however that total managerial remuneration payable to Mr. Yatin Sanjay Gupte shall not exceed Rs. 2 Crores per annum and also contained in the draft agreement, with the authority to the Board of Directors (hereinafter referred to as “Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of the said re-appointment including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, in such manner as may be agreed to between the Board and Mr. Yatin Sanjay Gupte in the interest of the Company, subject to the limits approved by the Members and restrictions, if any, contained in the said Act or otherwise as may be permissible by law.”

“RESOLVED FURTHER THAT the office of Mr. Yatin Sanjay Gupte (DIN: 07261150) shall be reckoned for the purpose of arriving Directors liable to retire by rotation and as long as he functions as the Director of the Company, he will not be paid any sitting fees for attending the meetings of the Board of Directors or any committee(s) thereof.”





“RESOLVED FURTHER THAT the existing employment agreement between Yatin Sanjay Gupte and the Company dated 30th August, 2022, and as amended on 18th April, 2024 (collectively “Existing Employment Agreement”) be hereby amended and superseded with a new employment agreement (“New Employment Agreement”) subject to terms as detailed in the attached explanatory statement annexed hereto”.

“RESOLVED FURTHER THAT the Board of Directors of the Company (“the Board”) be and is hereby authorized to execute a New Employment Agreement inter-alia containing the terms and conditions of re-appointment including remuneration and/or to alter such terms and conditions as it may deem appropriate in relation to re-appointment including remuneration of Mr. Yatin Sanjay Gupte in the capacity of Managing Director of the Company for a further period of three (03) years from the completion of his present term of office (i.e on 31st August, 2024) and commencing from 01st September, 2024 till 31st August, 2027 [both days inclusive], on the recommendations of the Nomination and Remuneration Committee of the Company (“the Committee”) subject to terms as specified in the explanatory statement, and in compliance with the applicable provisions of the Act and other applicable laws.”

“RESOLVED FURTHER THAT where in any financial year during of the tenure of the Managing Director (as the case may be) the Company has no profits or its profits are inadequate, the Company will pay to the Managing Director, the remuneration as approved by the Members from time to time, subject to the applicable overall maximum ceiling set out in Section 197 read with Schedule V of the Companies Act, 2013 or any amendments or modifications that may be made thereto and rules framed thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as the minimum remuneration by way of salary, perquisites and other allowances, benefits and Performance Pay as aforesaid.”

“RESOLVED FURTHER THAT pursuant to the prescribed provisions of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and other applicable regulations, the remuneration approved by the members of the Company from time to time, subject to the maximum ceiling set out in Regulation 17(6)(e) or any amendments or modifications that may be made thereto and framed thereunder, for the time being in force, be and is hereby accorded for payment of remuneration to Mr. Yatin Sanjay Gupte (DIN: 07261150) Managing Director, Promoter of the Company as aforesaid.”

“RESOLVED FURTHER THAT the Board of Directors and/or the Key Managerial Personnel of the Company except for Mr. Yatin Sanjay Gupte (DIN: 07261150) be and are hereby severally authorized to sign and execute Agreement with all the necessary execution of the documents (if any) required in this regard and to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient including but not limited, to delegate any powers to any officials of the Company conferred upon the Board by this resolution and to settle all Questions / Doubts / Queries / Difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”



ITEM NO. 4: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION (S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013, REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015 AND IND AS - 24 FOR THE FINANCIAL YEAR 2024-25:

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

“RESOLVED THAT pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”) and all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time, 2(1)(zc) of SEBI (LODR) Regulations, 2015 and Indian Accounting Standard (IND AS) 24, the Company’s Policy on Related Party Transaction(s) and as per recommendation of Audit Committee and such other approvals as may be required, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for approval of material related party transaction(s), which term shall include any Committee thereof constituted/ to be constituted by the Board, for entering into and/or carrying out and/or continuing with existing contract(s)/ arrangement(s)/ transaction(s) or modification(s) of earlier/arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with “Related Parties” within the meaning of Section 2 (76) of The Companies Act, 2013 and Regulation 2 (1)(zb) of the SEBI LODR Regulations, to the extent of the maximum amounts as provided below mentioned table, on such term(s) and condition(s) as the Board may deem fit, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at ARM’S LENGTH BASIS and in the ORDINARY COURSE OF BUSINESS of the Company for the Financial Year 2024-25 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 such related party to any office or place of profit in the Company, to give premises on rent, to give donation, to give inter corporate loans (i.e Short term loan(s)/ borrowing(s)/advance(s)), transfer of resources, services or obligations, as per the details set out in the explanatory statement annexed to the notice, for an amount which may exceed the prescribed thresholds as per provisions of the Act, SEBI LODR Regulations as applicable from time to time, for the financial year 2024-2025 on such term(s) and condition(s) as may be decided by the Board and recommended and reviewed by audit committee.”

Sr. No.	Name of Related Party	Relationship	Nature of Transaction	Transaction Amount	Financial Year
1	Mr. Yatin Sanjay Gupte	Promoter and Managing Director of the Company	As per Section 188 and RPT Policy of the Company	Rs. 10 Crores	2024-25
2	Yatin Sanjay Gupte HUF	Mr. Yatin Gupte Promoter & Managing Director of Wardwizard Innovations & Mobility Limited is a Karta of HUF.	As per Section 188 and RPT policy of the Company	10 Crores	2024-25



3	Wardwizard Solutions India Private Limited	Promoter of the Company, Wardwizard Solutions India Private Limited is promoted by Mr. Yatin Sanjay Gupte	As per Section 188 and RPT Policy of the Company	Rs. 300 Crores	2024-25
4	Aveas Business Solutions Private Limited	Promoter of the Company, Aveas Business Solutions Private Limited is promoted by Mr. Sojan Avirachan	As per Section 188 and RPT Policy of the Company	Rs. 150 Crores	2024-25
5	Garuda Mart India Private Limited	Promoter of the Company, Garuda Mart India Private Limited is promoted by Mr. Venkata Ramana Revuru	As per Section 188 and RPT Policy of the Company	Rs. 150 Crores	2024-25
6	I Secure Credit and Capital Services Limited (Formerly Known as Orchid Securities Limited)	I Secure Credit and Capital Service Limited is Promoted by Mr. Sojan Avirachan and Mr. Yatin Sanjay Gupte. Mr. Sojan Avirachan and Mr. Yatin Sanjay Gupte are Business Partners	As per Section 188 and RPT Policy of the Company	Rs. 10 Crores	2024-25
7	Mangalam Industrial Finance Limited	Mangalam Industrial Finance Limited is promoted by Mr. Venkata Ramana Revuru and Mr. Yatin Sanjay Gupte. Mr. Venkata Ramana Revuru and Mr. Yatin Sanjay Gupte are Business Partners	As per Section 188 and RPT Policy of the Company	Rs. 10 Crores	2024-25
8	Wardwizard Foods and Beverages Limited	Wardwizard Foods and Beverages Limited is Promoted by Mr. Yatin Sanjay Gupte and Mrs. Sheetal Bhalerao, both are the common directors of the Company.	As per Section 188 and RPT Policy of the Company	Rs. 10 Crores	2024-25



9	Wardwizard Medicare Private Limited	Wardwizard Medicare Private Limited is Promoted by Mr. Yatin Sanjay Gupte. Mr. Yatin Sanjay Gupte and Mrs. Sheetal Mandar Bhalerao are common directors in the Company	As per Section 188 and RPT policy of the Company	20 Crores	2024-25
10	Wardwizard Foundation	Mr. Yatin Sanjay Gupte and Mrs. Sheetal Mandar Bhalerao, both are the trustees.	As per Section 188 and RPT policy of the Company	20 Crores	2024-25
11	Wardwizard Entertainment Private Limited	Mr. Yatin Sanjay Gupte HUF is Shareholder of Wardwizard Entertainment Private Limited	As per Section 188 and RPT policy of the Company	20 Crores	2024-25
12	Wardwizard Healthcare Limited (Formerly known as Ayoki Mercantile Ltd)	Mr. Yatin Sanjay Gupte and Mrs. Sheetal Mandar Bhalerao are the Directors of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Mercantile Ltd)	As per Section 188 and RPT policy of the Company	20 Crores	2024-25
13	Mrs. Sheetal Mandar Bhalerao	Mrs. Sheetal Mandar Bhalerao is Director of the Company. Mr. Yatin Sanjay Gupte and Mrs. Sheetal Mandar Bhalerao are the Business Partner	As per Section 188 and RPT policy of the Company	10 Crores	2024-25
14	JZ hospitality Private Limited	Mr. Yatin Sanjay Gupte is holding shares in JZ hospitality Private Limited.	As per Section 188 and RPT policy of the Company	10 Crores	2024-25



15	Aevas Visual Magic Private Limited	Mr. Sojan Avirachan is a Director and Promoter of Aevas Visual Magic Private Limited and Aevas Business Solutions Private Limited who is in the category of Promoter group of Wardwizard Innovations & Mobility Limited.	As per Section 188 and RPT policy of the Company	10 Crores	2024-25
16	Bluebells Insurance Broking Private Limited	Mr. Yatin Sanjay Gupte is holding shares of Bluebells Insurance Broking Private Limited	As per Section 188 and RPT policy of the Company	10 Crores	2024-25
17	Wardwizard Global PTE. LTD.	Wardwizard Global PTE Ltd., is a wholly owned subsidiary of Wardwizard Innovations and Mobility Limited (i.e Parent Company)	As per Section 188 and RPT Policy of the Company	Rs.20 Crores	2024-25

“RESOLVED FURTHER THAT any Director and/or, Company Secretary or Chief Financial Officer of the Company be and is hereby severally authorized to execute all such agreement(s), document(s) instrument(s) and writing(s) as deemed necessary, with the power to alter and vary, amend, negotiate, finalize, renew and revise the terms and conditions of the such contract(s)/arrangement(s)/transaction(s)/agreement(s)/ Memorandum of Understanding(s) /any correspondence letter(s), and enter into, sign, execute, renew, modify and amend all agreements, documents and letters thereof, from time to time, settle all question(s), difficulties or doubts that may arise in this regard 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.”



I, Submit the Report on Postal Ballot as under:

1. 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 were not being sent to the Members for this Postal Ballot. Shareholders were requested to follow the procedure as stated in the notes and instructions for casting of votes by remote E-voting.
2. On account of threat posed by COVID-i.9 and in terms of the MCA Circulars, the Company had sent the Postal Ballot Notice in electronic form only to those members whose email id was registered with the two depositories and the RTA and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the Members as per the exemptions provided in the MCA circulars mentioned above. Accordingly, the communication of the assent or dissent of the Members had to take place through the E-voting system only. In order to facilitate those members who had not yet registered their e-mail address, a proper procedure was laid down for the shareholders to get their email registered with the RTA so that they could also participate in the e-voting facility extended by the Company.
3. The Company had uploaded the Notice together with the explanatory statement on their website of the Company www.wardwizard.in. The RTA has generated Electronic Voting Event Number **128397** for the votes cast through e-voting mode. As directed by the Company, all necessary formalities specified under the Act and the Rules framed there under have been duly complied with by the Service Provider barring the ones as mentioned above.
4. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations relating to the items being placed for approval of the members through postal ballot by voting through E-voting.
5. The Postal Ballot e-voting result open by me scrutinized and the shareholding was confirmed with the Register of Members of the Company.
6. As stated in sub rule 3 of Rule 20 under the Chapter on "Management and Administration "Rules as notified by MCA on March 27, 2014 an advertisement was published by the Company in Business Standard (English Language Newspaper i.e Mumbai & Ahmedabad Editions), Free Press Journal (English Language Newspaper i.e Mumbai) and Navshakti (Marathi Language Newspaper i.e Mumbai) on **20th April, 2024**, informing about the completion of dispatch of the Postal Ballot Notices.
7. On scrutiny, I report that out of 1,51,968 shareholders, 519 (Five hundred and Nineteen) shareholders have exercised their vote through e-voting. The details of Postal Ballot results for the item placed for consideration by the members are given below;



ITEM NO. 1. SPECIAL RESOLUTION: **REGULARIZATION OF APPOINTMENT OF MR. PARESH P THAKKAR (DIN: 08265981) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

Total No. of Shareholders	1,51,968						
Total No. of Shares	26,06,93,900						
Receipt of Postal Ballot Forms	Not Applicable						
E-Voting start date & end date	From 21 st April, 2024 to 20 th May, 2024						
		Total Number of Votes		Votes in favor of the resolution		Votes in against of the resolution	
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares
Total Votes Cast through e-Voting	A	519	15,23,15,995	489	15,23,02,794	30	13,201
Total Votes Cast through Postal Ballot Forms Received	B	0	0	0	0	0	0
Grand Total of e-voting/ Postal Ballot Form (A+B)	C	519	15,23,15,995	489	15,23,02,794	30	13,201
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	519	15,23,15,995	489	15,23,02,794	30	13,201

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	17,58,58,599	15,04,88,000	85.5733	15,04,88,000	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	17,58,58,599	15,04,88,000	85.5733	15,04,88,000	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	8,48,35,301	18,27,995	2.1548	18,14,794	13,201	99.2778	0.7222
	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	8,48,35,301	18,27,995	2.1548	18,14,794	13,201	99.2778	0.7222
Total		26,06,93,900	15,23,15,995	58.4271	15,23,02,794	13,201	99.9913	0.0087



ITEM NO. 2. SPECIAL RESOLUTION: REGULARIZATION OF APPOINTMENT OF MR. MITESHKUMAR G RANA (DIN: 06770916) AS

NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

Total No. of Shareholders	1,51,968						
Total No. of Shares	26,06,93,900						
Receipt of Postal Ballot Forms	Not Applicable						
E-Voting start date & end date	From 21 st April, 2024 to 20 th May, 2024						
		Total Number of Votes		Votes in favor of the resolution		Votes in against of the resolution	
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares
Total Votes Cast through e-Voting	A	494	15,23,03,520	470	15,22,90,275	24	13,245
Total Votes Cast through Postal Ballot Forms Received	B	0	0	0	0	0	0
Grand Total of e-voting/ Postal Ballot Form (A+B)	C	494	15,23,03,520	470	15,22,90,275	24	13,245
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	494	15,23,03,520	470	15,22,90,275	24	13,245

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	17,58,58,599	15,04,88,000	85.5733	15,04,88,000	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	17,58,58,599	15,04,88,000	85.5733	15,04,88,000	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	8,48,35,301	18,15,520	2.1401	18,02,275	13,245	99.2705	0.7295
	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	8,48,35,301	18,15,520	2.1401	18,02,275	13,245	99.2705	0.7295
Total		26,06,93,900	15,23,03,520	58.4224	15,22,90,275	13,245	99.9913	0.0087



ITEM NO. 3. SPECIAL RESOLUTION: RE-APPOINTMENT OF MR. YATIN SANJAY GUPTA (DIN: 07261150) AS MANAGING DIRECTOR OF THE COMPANY AND APPROVAL OF PAYMENT OF REMUNERATION:

Total No. of Shareholders	1,51,968						
Total No. of Shares	26,06,93,900						
Receipt of Postal Ballot Forms	Not Applicable						
E-Voting start date & end date	From 21 st April, 2024 to 20 th May, 2024						
		Total Number of Votes		Votes in favor of the resolution		Votes in against of the resolution	
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares
Total Votes Cast through e-Voting	A	*495	*15,23,03,620	*464	*15,22,71,419	31	32,201
Total Votes Cast through Postal Ballot Forms Received	B	0	0	0	0	0	0
Grand Total of e-voting/ Postal Ballot Form (A+B)	C	*495	*15,23,03,620	*464	*15,22,71,419	31	32,201
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	*495	*15,23,03,620	*464	*15,22,71,419	31	32,201

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	*17,58,58,599	*5,80,00,000	32.9810	*5,80,00,000	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		*17,58,58,599	*5,80,00,000	32.9810	*5,80,00,000	0.00	100.00
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	8,48,35,301	18,15,620	2.1402	17,83,419	32,201	98.2264	1.7736
	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		8,48,35,301	18,15,620	2.1402	17,83,419	32,201	98.2264
Total		26,06,93,900	5,98,15,620	22.9448	5,97,83,419	32,201	99.9462	0.0538

* Note: As on the cut of date ie. 12th April, 2024 - Mr. Yatin Sanjay Gupta (Director and Promoter) holding 9,24,88,000 no of Equity shares is interested in the above mentioned resolution, hence e-voting done by them are not considered.



ITEM NO. 4. SPECIAL RESOLUTION: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION (S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013, REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015 AND IND AS 24 FOR FINANCIAL YEAR 2024-25:

Total No. of Shareholders	1,51,968						
Total No. of Shares	26,06,93,900						
Receipt of Postal Ballot Forms	Not Applicable						
E-Voting start date & end date	From 21 st April, 2024 to 20 th May, 2024						
		Total Number of Votes		Votes in favor of the resolution		Votes in against of the resolution	
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares
Total Votes Cast through e-Voting	A	*493	*15,23,04,164	*470	*15,22,75,848	23	28,316
Total Votes Cast through Postal Ballot Forms Received	B	0	0	0	0	0	0
Grand Total of e-voting/ Postal Ballot Form (A+B)	C	*493	*15,23,04,164	470	*15,22,75,848	23	28,316
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	*493	*15,23,04,164	*470	*15,22,75,848	23	28,316

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	*17,58,58,599	*0.00	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		*17,58,58,599	*0.000	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	8,48,35,301	18,16,164	2.1408	17,87,848	28,316	98.4409	1.5591
	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		8,48,35,301	18,161,64	2.1408	17,87,848	28,316	98.4409
Total		26,06,93,900	18,16,164	0.6967	17,87,848	28,316	98.4409	1.5591

* Note: As on the cut off date of the Notice i.e 12th April, 2024 ,Mr. Yatin Sanjay Gupte (Director and Promoter) holding 9,24,88,000 no of Equity shares, Aevas Business Solutions Private Limited (Promoter) holding 3,00,00,000 Garuda Mart India Private Limited (Promoter) holding 2,80,00,000 are interested in the above mentioned resolution, hence e-voting done by them are not considered.



Percentage of Votes cast in favor of resolution 1 ,2 and 3 :100.00%

Percentage of Votes cast against resolution 1, 2 and 3 :00.00%

Percentage of Votes cast in favor of resolution 4: . 98.4409%

Percentage of Votes cast against resolution 4 : 1.5591 %

As the number of votes castes casted in favor of the Resolution No.1 to 4 , I report that the Special Business in Special Resolutions under section 110 of the Companies Act, 2013, and the Companies (Management & Administration Rules 2014, as set out in Notice of Postal Ballot dated **18th April, 2024** has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

I further report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied with. I further report that, the records maintained by me including the data as obtained from NSDL, the Service Provider for the e-voting facility extended by them and other related data/papers are in my safe custody which will be handed over to the Company Secretary of the Company.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Thanking You,

Yours Faithfully,

**Pooja
Amit
Gala** Digitally signed
by Pooja Amit
Gala
Date:
2024.05.21
17:35:30
+05'30'

Pooja Gala & Associates
(Practicing Company Secretary)

Membership No: 69393

COP: 25845

Peer Review Number: 2423/2022

ICSI UDIN: A069393F000411856

Date: 21-05-2024

Place: Thane