

Date: 15-03-2024

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

Ref: - Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited)
Script Code: 539132

Sub: Notice of Postal Ballot through Electronic Voting.

Dear Sir/Madam,

In term of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we enclose a copy of the Postal Ballot Notice ("Notice") dated 13th March, 2024 together with the Explanatory Statement thereto, seeking approval for –

- i) **TO APPOINT PARESH PRAKASHBHAI THAKKAR (DIN: 08265981) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**
- ii) **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.**

In accordance with the applicable laws and circulars thereunder, the Notice is being sent in electronic mode only to those members whose names appeared in the Register of Members/ List of Beneficial Owner maintained by the Company RTA/ Depositories respectively as at close of business hours on **Friday, 8th March, 2024**.

The Notice is also available on the website of the Company i.e., www.wardwizardfoods.com.

Members whose names appeared in the Register of Members/ List of Beneficial Owners as on the cut-off date i.e., **Friday, 8th March, 2024** are eligible for the purpose of remote e-voting.

The remote e-voting will commence from **Tuesday, 19th March, 2024 (9:00 a.m. IST)** and will end on **Wednesday, 17th April, 2024 (5:00 p.m. IST)**.

Please take above information on record.

Thanking you,
For Wardwizard Food and Beverages Limited
(Formerly known as Vegetable Products Limited)

Bhoomi Talati
Company Secretary & Compliance Officer

WARDWIZARD FOODS AND BEVERAGES LIMITED

(Formerly known as Vegetable Products 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 Member,

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of **Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products 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 110 of the Companies Act, 2013 ("the Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, 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 aforesaid circulars issued by MCA, had advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

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

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

In compliance with Sections 108 and 110 of the Act, read with Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014 and Regulation 44 of 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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The Board of Directors of the Company has appointed Mrs. Pooja Amit Gala, Practicing Company Secretary, having Membership No. ACS 69393 and CoP No. 25845 to act as a Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner and she has communicated her 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 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 will also be communicated to BSE Limited where the Equity Shares of the Company are listed.

The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. **17th April, 2024**, 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 PARESH PRAKASHBHAI 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 and other applicable provisions, if any, of The Companies Act, 2013 (“the Act”) and various Regulations of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and the rules framed under, read with Schedule IV of the Act [including any statutory modification(s) or re-enactment thereof for the time being in force] and other applicable laws and the provisions of the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, **PARESH PRAKASHBHAI THAKKAR (DIN: 08265981)**, who was appointed as an Additional Non-Executive Independent Director of the Company on **14th February, 2024**, pursuant to Section 161 of the Act read with Regulation 17(1C) of the Listing Regulations to hold office up to the date of ensuing General Meeting or three months from the date of his appointment, whichever is earlier, whose term of office expires at the ensuing Shareholders Meeting 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 term of 5 (five) consecutive years commencing from **14th February, 2024** to **13th February, 2029 (both days inclusive)**, and that he shall not be liable to retire by rotation.”

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“RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company, be and is 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 a **Special 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 (“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 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 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 2024-2025** 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 as applicable from time to time, provided, however, that the said material related party transaction(s)/ contract(s)/ arrangement(s), 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.

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Sr. No	Name of the Related Party	Relationship	Nature of Transaction	Transaction Amount in (rs.)	Financial year
1	Ms. Sheetal Bhalerao	MS. Sheetal Bhalerao Managing Director of WFBL. Mr. Yatin Gupte and Ms. Sheetal Bhalerao are Business Partners	As per Section 188 and RPT policy of the Company	30 Crores	2024-2025
2	Mr. Yatin Gupte	Mr. Yatin Gupte is Managing Director of WIML and Mr. Yatin Gupte & Ms. Sheetal Bhalerao are Business Partners	As per Section 188 and RPT policy of the Company	30 Crores	2024-2025
3	Sanjay Gupte	Sanjay Gupte is Non-Executive Non independent Director of WFBL and Executive directors of WIML.	As per Section 188 and RPT policy of the Company	10 Crores	2024-2025
4	Wardwizard Innovations & Mobility Limited	1) Ms. Sheetal Bhalerao is Non-Executive Non Independent Director of WIML and Managing Director of WFBL (Formerly known as VPL) 2) Mr. Yatin Gupte Managing Director of WIML is Non - Executive Non-Independent Director of WFBL (Formerly known as VPL)	As per Section 188 and RPT policy of the Company	10 Crores	2024-2025
5	Mangalam Industrial Finance Limited	Mr. Yatin Gupte, Director of WFBL (Formerly known as VPL) is Non-Executive-Non-Independent Director of MIFL	As per Section 188 and RPT policy of the Company	20 Crores	2024-2025
6	I Secure Credit & Capital Services Limited	Mr. Yatin Gupte, Director of WFBL (Formerly known as VPL) is Non-Executive - Non-Independent Director of ISCCSL.	As per Section 188 and RPT policy of the Company	20 Crores	2024-2025
7	Wardwizard Healthcare Limited (Formerly Known as Ayoki Mercantile Ltd)	The Promoters of WFBL is the Acquirers of Ayoki Mercantile Ltd.	As per Section 188 and RPT policy of the Company	30 Crores	2024-2025

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8	Wardwizard Solution India Private Limited and subsidiary	Mr. Yatin Gupte, Comman director of WWS & WFBL (Formerly known as VPL)	As per Section 188 and RPT policy of the Company	50 Crores	2024-2025
9	Wardwizard Medicare Private Limited	Ms. Sheetal Bhalerao and Mr. Yatin Gupte is Director of Wardwizard Medicare Private Limited.	As per Section 188 and RPT policy of the Company	30 Crores	2024-2025
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 Crores	2024-2025
11	Wardwizard Entertainment Private Limited	Yatin S Gupte HUF is a shareholder of Wardwizard Entertainment Private Limited.	As per Section 188 and RPT policy of the Company	10 Crores	2024-2025
12	Mrs. Panna Jani	Mrs. Panna Jani is a mother of Ms. Sheetal Bhalerao (Managing Director) of WFBL.	As per Section 188 and RPT policy of the Company	5 Crores	2024-2025
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 Crores	2024-2025
14	JZ hospitality Private Limited	Mr. Mandar Bhalerao Director & Promoter of JZ and he is a husband of Ms. Sheetal Bhalerao Managing Director of the WFBL.	As per Section 188 and RPT policy of the Company	10 Crores	2024-2025
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 Crores	2024-2025
16	Aevas Business Solution Private Limited	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 Crores	2024-2025
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 Crores	2024-2025

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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 Crores	2024-2025
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 Crores	2024-2025
20	Wardwizard Foundation	Ms. Sheetal Bhalerao and Mr. Yatin Gupte is Trustee of WardwizardFoundation	As per Section 188 and RPT policy of the Company	10 Crores	2024-2025
21	LCL AVIATION PRIVATE LIMITED	Mr. Yatin Gupte is Director of this company.	As per Section 188 and RPT policy of the Company	10 Crores	2024-2025

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

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

By Order of the Board
For Wardwizard Foods and Beverages Limited
(Formerly known as Vegetable Products Limited)

Sd/-

Bhoomi Ketan Talati
(Company Secretary)

Membership No:FCS-12828

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CIN: L15100WB1953PLC021090

Email: compliance@wardwizardfoods.com

Place: Vadodara

Date: 13-03-2024

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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") as on **08th March, 2024** (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 **08th March, 2024**. 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 **Tuesday, 19th March, 2024** at 09:00 a.m. and ends on **Wednesday, 17th April, 2024** 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, 08th March, 2024** 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, 08th March, 2024**.

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">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the

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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>
Individual Shareholders holding securities in demat mode with CDSL	<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.

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

WARDWIZARD FOODS AND BEVERAGES LIMITED

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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

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 cspoojagala@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@wardwizardfoods.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance@wardwizardfoods.com . If you are an Individual shareholders holding securities in demat

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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:

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

- ii. The Remote E-voting period commences from 9.00 a.m. on **Tuesday, 19th March, 2024** and ends at 5.00 p.m. on **Wednesday, 17th April, 2024**. 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, 08th March, 2024** 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 **Wednesday, 17th April, 2024**. 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 and 2 of the accompanying notice:

ITEM NO. 1: TO APPOINT PARESH PRAKASHBHAI THAKKAR (DIN: 08265981) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

At the Board Meeting of the Company held on 14th February, 2024 the Board had appointed **Paresh Prakashbhai Thakkar (DIN: 08265981)** as an Additional Non-Executive Independent Director w.e.f. 08th February, 2024 of the Company with immediate effect. In terms of Section 161(1) of the Act, **Paresh Prakashbhai Thakkar** holds office up to the date of this ensuing General Meeting and is eligible for appointment as Non-Executive 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 **Paresh Prakashbhai Thakkar** shall be effective upon approval by the members in the Meeting. **Paresh Prakashbhai Thakkar** 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.

Brief resume of Paresh Prakashbhai Thakkar.

Mr. Paresh Prakashbhai Thakkar is a Practicing Advocate and Tax Consultant having More than 15 Years of experience as a lawyer with special emphasize on Corporate, Civil, Criminal, Revenue and Commercial Law practice. He has Expertise in matters pertaining to Various Business Registrations (i.e. MSME, FSSAI Gumasta, Prof. Tax and Etc.), Accounting, Taxation Matters (i.e. GST, Income Tax, TDS) Return Filing, also providing sustained assistance to clients on various aspects of Accounting, Taxation Matter and Investment to corporate clients, banks, institutions and individuals. Also Handling Appeal at Appellate Authority, Appellate Tribunal Etc.

He is also FCMA, M.Com from Sardar Patel University – Anand, Gujarat, LL.M from Sardar Patel University – Anand and he is currently pursuing CS Final. His knowledge and experience in the legal and Tax field helps the company in a significant way.

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	Paresh Prakashbhai Thakkar
Fathers' Name:	Prakashbhai Parsotamdas Thakkar
Date of Birth:	01/04/1988
First Appointment on Board:	14 th February, 2024
Nature of his expertise in specific functional areas:	Expert in field of Legal and Taxation with special emphasize on Corporate, Civil, Criminal, Revenue and Commercial Law practice. Expertise in matters pertaining to Various Business Registrations (i.e. MSME, FSSAI Gumasta, Prof. Tax and Etc.), Accounting, Taxation Matters (i.e. GST, Income Tax, TDS) Return Filing
Years of Experience:	More than 15 years
Qualification:	FCMA, CS Final, M.Com, LL.B
Directorship in Other Companies:	-
Name of other public limited Companies, where he is Director including this listed entity	-
Member/Chairman of the Committee including this listed entity	-
Shareholding in the company as on date of this report (including shareholding as a beneficial owner)	-
Last salary drawn	NIL
Relationship with other Directors and KMP:	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	He is well experienced in the field of Legal and Taxation.

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

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

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, in any way, is concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding/ shareholding of their associates as Promoters / Promoter Group in the Company.

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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

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 2024-25:

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Sr. No	Name of the Related Party	Relationship	Nature of Transaction	Transaction Amount in (rs.)	Financial year
1	Ms. Sheetal Bhalerao	MS. Sheetal Bhalerao Managing Director of WFBL.Mr. Yatin Gupte and Ms. Sheetal Bhalerao are Business Partners	As per Section 188 and RPT policy of the Company	30 Crores	2024-2025
2	Mr. Yatin Gupte	Mr. Yatin Gupte is Manging Director of WIML and Mr. Yatin Gupte & Ms. Sheetal Bhalerao are Business Partners	As per Section 188 and RPT policy of the Company	30 Crores	2024-2025
3	Sanjay Gupte	Sanjay Gupte is Non-Executive Non independent Director of WFBL and Executive directors of WIML.	As per Section 188 and RPT policy of the Company	10 Crores	2024-2025
4	Wardwizard Innovations & Mobility Limited	1)Ms. Sheetal Bhaleraois Non-Executive NonIndependent Directorof WIML and Managing Director of WFBL (Formerly known as VPL) 2) Mr. Yatin Gupte Managing Director of WIML is Non - Executive Non-Independent Directorof WFBL (Formerly known as VPL)	As per Section 188 and RPT policy of the Company	10 Crores	2024-2025
5	Mangalam Industrial Finance Limited	Mr. Yatin Gupte, Director of WFBL (Formerly known as VPL) is Non-Executive-Non-Independent Director of MIFL	As per Section 188 and RPT policy of the Company	20 Crores	2024-2025
6	I Secure Credit & Capital Services Limited	Mr. Yatin Gupte, Director of WFBL (Formerly known as VPL) is Non-Executive - Non-Independent Director of ISCCSL.	As per Section 188 and RPT policy of the Company	20 Crores	2024-2025
7	Wardwizard Healthcare Limited (Formerly Known as Ayoki Mercentile Ltd)	The Promoters of WFBL is the Acquirers of Ayoki Mercantile Ltd.	As per Section 188 and RPT policy of the Company	30 Crores	2024-2025

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8	Wardwizard Solution India Private Limited and subsidiary	Mr. Yatin Gupte, Comman director of WWS & WFBL (Formerly known as VPL)	As per Section 188 and RPT policy of the Company	50 Crores	2024-2025
9	Wardwizard Medicare Private Limited	Ms. Sheetal Bhalerao and Mr. Yatin Gupte is Director of Wardwizard Medicare Private Limited.	As per Section 188 and RPT policy of the Company	30 Crores	2024-2025
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 Crores	2024-2025
11	Wardwizard Entertainment Private Limited	Yatin S Gupte HUF is a shareholder of Wardwizard Entertainment Private Limited.	As per Section 188 and RPT policy of the Company	10 Crores	2024-2025
12	Mrs. Panna Jani	Mrs. Panna Jani is a mother of Ms. Sheetal Bhalerao (Managing Director) of WFBL.	As per Section 188 and RPT policy of the Company	5 Crores	2024-2025
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 Crores	2024-2025
14	JZ hospitality Private Limited	Mr. Mandar Bhalerao Director & Promoter of JZ and he is a husband of Ms. Sheetal Bhalerao Managing Director of the WFBL.	As per Section 188 and RPT policy of the Company	10 Crores	2024-2025
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 Crores	2024-2025
16	Aevas Business Solution Private Limited	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 Crores	2024-2025
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 Crores	2024-2025

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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 Crores	2024-2025
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 Crores	2024-2025
20	Wardwizard Foundation	Ms. Sheetal Bhalerao and Mr. Yatin Gupte is Trustee of WardwizardFoundation	As per Section 188 and RPT policy of the Company	10 Crores	2024-2025
21	LCL AVIATION PRIVATE LIMITED	Mr. Yatin Gupte is Director of this company.	As per Section 188 and RPT policy of the Company	10 Crores	2024-2025

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

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

By Order of the Board
For Wardwizard Foods and Beverages Limited
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Sd/-

Bhoomi Ketan Talati
(Company Secretary)

Membership No:FCS-12828

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Email: compliance@wardwizardfoods.com

Place: Vadodara

Date: 13-03-2024

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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 2024-25 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/CMD1/CIR/P/2021/662 dated 22nd November, 2021.

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

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Sr · No	Particulars	Details									
1	Name of the Related Party	Ms. Sheetal Bhalerao	Mr. Yatin Gupte	Sanjay Gupte	ward wizard Innovations & Mobility Limited	Mangalam Industrial Finance Limited	I Secure Credit & Capital Services Limited	ward wizard Healthcare Limited (Formerly Known as Ayoki Mercantile Ltd)	ward wizard Solution India Private Limited and subsidiary	ward wizard Medicare Private Limited	Bluebells Insurance Broking Private Limited
2	Name of the Director of KMP who is related										
3	Nature of Relationship (including nature of interest, financial or otherwise)	MS. Sheetal Bhalerao Managing Director of WFBL. Mr. Yatin Gupte and Ms. Sheetal Bhalerao are Business Partners	Mr. Yatin Gupte is Managing Director of WIML and Mr. Yatin Gupte & Ms. Sheetal Bhalerao are Business Partners	Sanjay Gupte is Non-Executive Non independent Director of WFBL and Executive directors of WIML	1) Ms. Sheetal Bhalerao is Non-Executive Non-independent Director of WIML and Managing Director of WFBL (Formerly known as VPL) 2) Mr.	Mr. Yatin Gupte, Director of WFBL (Formerly known as VPL) is Non-Executive-Non-Independent Director of MIFL	Mr. Yatin Gupte, Director of WFBL (Formerly known as VPL) is Non-Executive-Non-Independent Director of ISCCSL.	The Promoters of WFBL is the Acquirers of Ayoki Mercantile Ltd.	Mr. Yatin Gupte, Common director of WWS & WFBL (Formerly known as VPL)	Ms. Sheetal Bhalerao and Mr. Yatin Gupte is Director of ward wizard Medicare Private Limited	Mr. Yatin Sanjay Gupte director of WFBL is a Shareholder of Bluebells Insurance Broking Private Limited

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					Yatin Gupte Managing Director of WIML is Non - Executive Non- Independent director of WFBL (Formerly known as VPL)						
4	Nature of Transaction	As per Section 188 and RPT policy of the Company									
5	Tenure of Transaction	F.Y. 24-25	F.Y. 24-25	F.Y. 24-25	F.Y. 24-25	F.Y. 24-25	F.Y. 24-25	F.Y. 24-25	F.Y. 24-25	F.Y. 24-25	F.Y. 24-25
6	Maximum value of Transactions	30 Crores	30 Crores	10 Crores	10 Crores	20 Crores	20 Crores	30 Crores	50 Crores	30 Crores	10 Crores
7	Type, Material terms and particulars of the proposed transaction	The transaction involves Borrowing/Lending, during financial year 2024-25, on such term(s) and condition(s) as the Board of Directors may deem fit.	The transaction involves Borrowing/Lending, during financial year 2024-25, on such term(s) and condition(s) as the Board of Directors may deem fit.	The transaction involves Borrowing/Lending, during financial year 2024-25, on such term(s) and condition(s) as the Board of Directors may deem fit.	The transaction involves payment of Remuneration, lending & Borrowing, buying, investment, rent, licenses, consultancy services,	(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; leasing of property of any kind;(c) availing or rendering of any services; leasing of property of any kind;(d) availing or rendering of	The transaction involves Borrowing/lending, Sale or purchase of goods and services on continuous basis, financial year 2024-25, on Such term(s) and condition(s) as the Board of Directors may deem fit.				

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					Property of any kind and other Transaction s during the financial year 2024- 25 on such term(s) and condition(s) as the board of Directors may deem Fit	any services;(e) leasing of property of any kind;	
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					

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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	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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	given by listed entity or its subsidiary.	
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	Interest rate will be in line with prevailing bank lending rates

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	secured or unsecured; if secured, the nature of security;	
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 been relied upon.	Not Applicable

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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	LCL AVIATION PRIVATE LIMITED
2	Name of the Director of KMP who is related											
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 Ms. Sheetal Bhalerao (Managing Director) of WFBL	Mr. Mandar Bhalerao is a husband of Ms. Sheetal Bhalerao (Managing Director) of WFBL	Mr. Mandar Bhalerao Director & Promoter of JZ and he is a husband of Ms. Sheetal Bhalerao Managing Director of the WFBL	Mr. Sojan Avirachan is in a category of Promoter group of WFBL.	Mr. Sojan Avirachan is a 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.	Ms. Sheetal Bhalerao and Mr. Yatin Gupte is Trustee of Wardwizard Foundation	Mr. Yatin Gupte is Director of this company.

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4	Nature of Transaction	As per Section 188 and RPT policy of the Company											
5	Tenure of Transaction	F.Y. 24-25	F.Y. 24-25	F.Y. 24-25	F.Y. 24-25	F.Y. 24-25	F.Y. 24-25	F.Y. 24-25	F.Y. 24-25	F.Y. 24-25	F.Y. 24-25	F.Y. 24-25	F.Y. 24-25
6	Maximum value of Transactions	10 Crores	5 Crores	10 Crores	10 Crores	10 Crores	10 Crores	10 Crores	10 Crores	10 Crores	10 Crores	10 Crores	10 Crores
7	Type, Material terms and particulars of the proposed transaction	The transaction involves Borrowing/Lending, Sale or purchase of goods and services on continuous basis, financial year 2024-25, on Such term(s) and condition(s) as the Board of Directors may deem fit.	The transaction involves Borrowing/Lending, Sale or purchase of goods and services on continuous basis, financial year 2024-25, on Such term(s) and condition(s) as the Board of Directors may deem fit.	The transaction involves Borrowing/Lending, Sale or purchase of goods and services on continuous basis, financial year 2024-25, on Such term(s) and condition(s) as the Board of Directors may deem fit.	The transaction involves Borrowing/Lending, during financial year 2024-25, on such term(s) and condition(s) as the Board of Directors may deem fit.	The transaction involves Borrowing/Lending, during financial year 2024-25, on such term(s) and condition(s) as the Board of Directors may deem fit.	The transaction involves Borrowing/Lending, Sale or purchase of goods and services on continuous basis, financial year 2024-25, on Such term(s) and condition(s) as the Board of Directors may deem fit.	The transaction involves Borrowing/Lending, during financial year 2024-25, on such term(s) and condition(s) as the Board of Directors may deem fit.	The transaction involves Borrowing/Lending, Sale or purchase of goods and services on continuous basis, financial year 2024-25, on Such term(s) and condition(s) as the Board of Directors may deem fit.	The transaction involves Loans & advances, Borrowing/Lending and other transactions on continuous basis during financial year 2024-25, on such term(s) and condition(s) as the Board of Directors may deem fit.	The transaction involves payment of Salary, Consultancy fees or Director Fees during the financial year 2024-2025	The transaction involves payment of Remuneration, lending & borrowing, buying, investment, rent, licenses, consultancy services, Property of any kind and other Transaction s during the financial year 2024- 25 on such term(s) and condition(s) as the board of Directors may deem Fit	

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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,	Not Applicable

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	that is represented by the value of the proposed Transaction (In case of RPT involving a 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.

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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	Interest rate will be in line with prevailing bank lending rates

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	secured, the nature of security;	
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 been relied upon.	Not Applicable

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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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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 Special 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.

**By Order of the Board
For Wardwizard Foods and Beverages Limited
(Formerly known as Vegetable Products Limited)**

**Sd/-
Bhoomi Ketan Talati
(Company Secretary)
Membership No: FCS-12828**

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Email: compliance@wardwizardfoods.com

Place: Vadodara

Date: 13-03-2024