

**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 No: +91 6355426350

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

POSTAL BALLOT NOTICE

[Pursuant to Sections 110 and 108 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 pursuant to Sections 110 and 108 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ministry of Corporate Affairs ("MCA") for holding general meetings / conducting postal ballot through e-voting, vide General Circular No. 11/2022 dated 28th December, 2022 (in continuation to the circulars issued earlier in this regard), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") vide circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and subject to other applicable laws and regulations, for seeking approval of the members of the Company to the resolutions appended below, proposed to be passed through Postal Ballot ("Postal Ballot") by way of voting through electronic means ("remote e-voting").

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 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 only through the remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit their report to the Chairman of the Company or, in her 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) workingdays from 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., 27th July, 2023, in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.

ITEM NO. 1: ALTERATION TO THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 4 and Section 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to necessary approval(s) required, if any, in this regard from appropriate authorities, and subject further to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities, which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors of the Company (herein after referred to as the “Board”, which term shall include any of its duly authorized Committee or individual Director) is hereby authorized to accept as it may deem fit, consent of the members of the Company be and is hereby accorded to amend the Objects clauses of the Memorandum of Association (“MoA”) of the Company by inserting following paragraph numbers (iii) after paragraph number (ii) of Clause 3 (A):

Under Clause 3 (A):

iii) To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex (es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self-use or for earning rental income thereon by letting out individual units comprised in such building(s). To carry on the business of Builders and General Construction and Contractors and to carry on the business of the proprietors of lands, flat, dwelling houses, shops, offices, industrial estates, lessees of lands, flats and other immovable properties and for these purposes to purchase, take and other immovable properties and for these purposes to purchase, take on lease or otherwise acquire and hold any lands or buildings of any tenure or description wherever situated or rights or interests therein or connected there with to prepare building sites and to construct, reconstruct, pull down, renovate, develop, alter, improve,

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decorate and furnish and maintain flats, hotels, malls, educational institutes, hospitals, dwelling houses, shops, offices, buildings, industrial estates, works and conveniences, and sell the same on ownership basis, installment basis or lease basis and rental basis and to also undertake development and maintenance of infrastructure projects in all areas of infrastructure including but not limited to facilities such as road, power, water and industrial infrastructure and to manufacture, deal in, built, erect, construct, operate, advice on, to undertake research and development, test, undertake, execute projects related to housing, storage, transportation, power generation, defense, bridges, canals, waterways, railways, highways, airports, ports, dams, docks, harbors, warehouses, cold storage, container, freight stations undertake and operate on Build - Operate - Transfer (BOT) or Build-Own- Lease-Transfer (BOLT) basis or Build-Own-Operate-Transfer(BOOT) basis or Design-Build-Operate-Transfer (DBOT) or on any kind of work for and on behalf of Government, Semi- Government organizations or bodies corporate or individuals.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members 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 SEBI (LODR) REGULATIONS, 2015:

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 ("ACT") and other applicable provisions, if any, read with Rule 15 of the Companies (Meeting of Board and its power) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") 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 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 SEBI 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 2023-24 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

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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) or 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 deposits for an amount which may exceed the threshold for material related party transaction(s), for the financial year 2023-2024 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 the Related Party	Relationship	Nature of Transaction	Transaction Amount in Rs.	Financial year
1	Wardwizard Solution India Private Limited ("WWS")	Mr. Yatin Gupte and Mr. Sanjay Gupte Common Director of WWS & Wardwizard Foods and Beverages Limited ("WFBL") (Formerly known as VPL)	As per Section 188 and RPT policy of the Company	50 Crores (out of 50 crores company has already taken approval for 30 crores previously from the shareholders)	2023-2024
2	Wardwizard Medicare Private Limited	Ms. Sheetal Bhalerao and Mr. Yatin Gupte are Common Director of Wardwizard Medicare Private Limited and Wardwizard Foods and Beverages Limited (Formerly known as VPL).	As per Section 188 and RPT policy of the Company	10 Crores (out of 10 crores company has already taken approval for 1 crore previously from the shareholders)	2023-2024
3	Mrs. Panna Jani	Mrs. Panna Jani is a mother of Ms. Sheetal Bhalerao (Managing Director/promoter) of WFBL and Category: Promoter Group of the Company	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024

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4	Mr. Mandar Bhalerao	Mr. Mandar Bhalerao is a husband of Ms. Sheetal Bhalerao Managing Director/ promoter) of WFBL. Category: Promoter Group	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024
5	JZ hospitality Private Limited	Mr. Mandar Bhalerao Director & Promoter of JZ and he is a husband of Ms. Sheetal Bhalerao Managing Director/ promoter) of the WFBL and Category: Promoter Group in the WFBL	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024
6	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	2023-2024
7	Aevas Business Solution Private Limited ("ABSPL")	Mr. Sojan Avirachan is a Director and Promoter of ABSPL and he is a category of Promoter group of WFBL.	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024
8	Aevas Visual Magic Private Limited ("AVMPL")	Mr. Sojan Avirachan is a Director and Promoter of ABSPL and he is a category of Promoter group of WFBL.	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024
9	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	2023-2024
10	Garuda Mart India Private Limited ("GMIPL")	Mr. Venkata Ramana Revuru is a Director and Promoter of GMIPL and he is a category of Promoter group of WFBL.	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024
11	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	2023-2024

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12	Yeppy Foods	Ms. Sheetal Bhalerao, MD/promoter and Mr. Sanjay Gupte Director of WFBL are Partnerss of Yeppy Food.	As per Section 188 and RPT policy of the Company	20 Crores	2023-2024
13.	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	2023-2024
14.	Ayoki Mercantile Ltd	The Promoters of WFBL are the proposed Acquirers of Ayoki Mercantile Ltd.	As per Section 188 and RPT policy of the Company	30 Crores	2023-2024
15.	Wardwizard Global PTE Limited	The Company is a wholly Owned Subsidiary of Wardwizard Innovationand Mobility Limited ("WI&ML"). Yatin Gupte is Common Promoter & Director of WFBL and WI&ML.	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024
16.	Wardwizard Solutions Uganda Limited ("WSUL")	The Company is wholly Owned Subsidiary of Wardwizard Solution India Private Limited. Yatin Gupte is Common Promoter & Director of WFBL and WSUL.	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024
17.	Wardwizard Entertainment Private Limited	Yatin S Gupte HUF is a shareholder of Wardwizard Entertainment Private Limited. Mr. Yatin Gupte Promoter & Director of WFBL is a Karta of HUF.	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024

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.”

ITEM NO. 3: TO APPOINT MR. PREYANSH BHARATKUMAR SHAH (DIN: 07885677) AS NON-EXECUTIVE INDEPENDENT DIRECTOR.

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 and various Regulations of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Rules framed there under, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Preyansh Bharatkumar Shah (DIN: 07885677), who was appointed as an Additional Non-Executive Independent Director on 19th May, 2023, 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 an Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from 27th July, 2023 to 26th July, 2028 of the Company.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby authorized severally 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. 4: TO APPOINT MRS. ROHINI ABHISHEK CHAUHAN (DIN: 10147439) AS NON-EXECUTIVE INDEPENDENT DIRECTOR.

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 and various Regulations of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Rules framed there under, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Rohini Abhishek Chauhan (DIN: 10147439), who was appointed as an Additional Non-Executive Independent Director on 19th May, 2023, whose term of office expires at the ensuing Shareholders Meeting and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from 27th July, 2023 to 26th July, 2028 of the Company.

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RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby authorized severally 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.”

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

**Bhoomi Ketan Talati
(Company Secretary)
Membership No: ACS-56279**

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Place:Vadodara

Date: 21-06-2023

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NOTES:

1. Explanatory Statement pursuant to Section 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 resolution 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 **16th June, 2023 (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 websites of the Stock Exchanges 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 16th June, 2023**. 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

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

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	<p>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 align="center">NSDL Mobile App is available on</p> <p align="center">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. 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. 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.

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	<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

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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:
 - 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

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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.
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.

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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 cspooljagala@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 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.

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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. (IST) on 28th June, 2023** and ends **at 5.00 p.m. (IST) on 27th July, 2023**. 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., 16th June, 2023** 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 27th July, 2023**. The results declared along with the Scrutinizer's Report shall be placed on the Company's website of the Company i.e., www.vegetableindia.com and will be communicated to the Stock Exchanges where the Company's shares are listed.

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

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1:

The Board of Directors in its meeting held on **30th May, 2023** discussed the need to add new clause in main object in the Memorandum of Association of the Company. The present management proposes to conduct business activities related to real estate either by going in to joint venture activities and/or other methods, which requires alteration in the object clause of the Company. The management proposes that the new business activities in the listed entity will make a value addition to the net worth the Company by increased top line and its profitability & sustained earnings in the future. This will benefit public shareholders at large. The management proposes to consolidate all real estate business activities in the Company & thus to enjoy all its operations with greater cost efficiency. The Company has land parcel at Kolkata, which can be developed into commercial/residential complex.

Pursuant to the provisions of Section 4, 13, 110 and all other applicable provisions, if any, of the Act, read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), alteration of the Object Clause 3A inserting new Clause (iii) of the MOA, requires the approval of the members by means of a Special Resolution through Postal Ballot.

Hence, it is proposed to amend the object clause of the Memorandum of Association of the Company as set out in the resolution under Item No.1 to empower the Board of Directors of the Company to alter the object clause in line with the requirements of Section 4 of the Companies Act, 2013 and also to pursue new business opportunities which can be carried on conveniently with the businesses of the Company as and when they deem fit.

As per the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 the resolution for altering the Object Clause of Memorandum of Association of the Company can be passed by the Company only through Postal Ballot process.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the resolution under Item No. 1 for approval of the members as a Special Resolution.

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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 SEBI (LODR) REGULATIONS, 2015

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 prior approval of the Shareholders by way of Ordinary Resolution, in case certain transactions with related parties exceeds such sum as is 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 year 2023-24:

Sr. No	Name of the Related Party	Relationship	Nature of Transaction	Transaction Amount in Rs.	Financial year
1	Wardwizard Solution India Private Limited ("WWS")	Mr. Yatin Gupte and Mr. Sanjay Gupte Common Director of WWS & Wardwizard Foods and Beverages Limited ("WFBL") (Formerly known as VPL)	As per Section 188 and RPT policy of the Company	50 Crores (out of 50 crores company has already taken approval for 30 crores previously from the shareholders)	2023-2024
2	Wardwizard Medicare Private Limited	Ms. Sheetal Bhalerao and Mr. Yatin Gupte are Common Director of Wardwizard Medicare Private Limited and Wardwizard Foods and Beverages Limited	As per Section 188 and RPT policy of the Company	10 Crores (out of 10 crores company has already taken approval for	2023-2024

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		(Formerly known as VPL).		1 crore previously from the shareholders)	
3	Mrs. Panna Jani	Mrs. Panna Jani is a mother of Ms. Sheetal Bhalerao (Managing Director/promoter) of WFBL and Category: Promoter Group of the Company	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024
4	Mr. Mandar Bhalerao	Mr. Mandar Bhalerao is a husband of Ms. Sheetal Bhalerao Managing Director/promoter) of WFBL. Category: Promoter Group	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024
5	JZ hospitality Private Limited	Mr. Mandar Bhalerao Director & Promoter of JZ and he is a husband of Ms. Sheetal Bhalerao Managing Director/promoter) of the WFBL and Category: Promoter Group in the WFBL	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024
6	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	2023-2024
7	Aevas Business Solution Private Limited ("ABSPL")	Mr. Sojan Avirachan is a Director and Promoter of ABSPL and he is a category of Promoter group of WFBL.	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024
8	Aevas Visual Magic Private Limited ("AVMPL")	Mr. Sojan Avirachan is a Director and Promoter of ABSPL and he is a category of Promoter group of WFBL.	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024
9	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	2023-2024

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10	Garuda Mart India Private Limited ("GMIPL")	Mr. Venkata Ramana Revuru is a Director and Promoter of GMIPL and he is a category of Promoter group of WFBL.	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024
11	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	2023-2024
12	Yeppy Foods	Ms. Sheetal Bhalerao, MD/promoter and Mr. Sanjay Gupte Director of WFBL are Partners of Yeppy Food.	As per Section 188 and RPT policy of the Company	20 Crores	2023-2024
13.	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	2023-2024
14.	Ayoki Mercantile Ltd	The Promoters of WFBL are the proposed Acquirers of Ayoki Mercantile Ltd.	As per Section 188 and RPT policy of the Company	30 Crores	2023-2024
15.	Wardwizard Global PTE Limited	The Company is a wholly Owned Subsidiary of Wardwizard Innovation and Mobility Limited ("WI&ML"). Yatin Gupte is Common Promoter & Director of WFBL and WI&ML.	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024
16.	Wardwizard Solutions Uganda Limited ("WSUL")	The Company is wholly Owned Subsidiary of Wardwizard Solution India Private Limited. Yatin Gupte is Common Promoter & Director of WFBL and WSUL.	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024
17.	Wardwizard Entertainment Private Limited	Yatin S Gupte HUF is a shareholder of Wardwizard Entertainment Private Limited. Mr. Yatin Gupte Promoter & Director of WFBL is a Karta of HUF.	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024

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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, Borrowing/Lending (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 2023-24 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 Regulations 23 of the SEBI (LODR) Regulations 2015 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 Companies (Meetings of the Board and its Powers) Rules, 2014 read along with recommended by audit committee grant the omnibus approval as per Regulations 23 of SEBI (LODR) Regulations and SEBI circular no SEBI/HO/CFD/CMD/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	Wardwizard Solution India Private Limited	Wardwizard Medicare Private Limited	Mrs. Panna Jani	Mr. Mandar Bhalerao	JZ hospitality Private Limited	Mr. Sojan Avirachan	Aevas Business Solution Private Limited	Aevas Visual Magic Private Limited
2	Name of the Director or KMP who is related	Mr. Yatin Gupte is Director and Promoter of Wardwizard Solutions India Pvt Ltd	Mr. Yatin Sanjay Gupte and Mrs. Sheetal Bhalerao are Directors in Wardwizard Medicare 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	Mr. Mandar Bhalerao is a husband of Ms. Sheetal Bhalerao	Mr. Sojan Avirachan is in a category of Promoter group of WFBL	Mr. Sojan Avirachan is director of Aevas Bussiness Solutions Pvt Limited and Mr. Sojan Avirachan is in a category of Promoter group of WFBL	Mr. Sojan Avirachan is director of Aevas Bussiness Solutions Pvt Limited and Mr. Sojan Avirachan is in a category of Promoter group of WFBL
3	Nature of Relationship (including nature of interest, financial or otherwise)	Mr. Yatin Gupte, Comman director of WWS & WFBL (Formerly known as VPL)	Ms. Sheetal Bhalerao And Mr. Yatin Gupte is Director of Wardwizard Medicare Private Limited.	Mrs. Panna Jani is a mother of Ms. Sheetal Bhalerao (Managing Director) of WFBL. Mrs. Panna Jani is a mother of Ms. Sheetal Bhalerao (Managing Director) of WFBL. Category: Promoter Group	Mr. Mandar Bhalerao is a husband of Ms. Sheetal Bhalerao (Managing Director) of WFBL. Category: Promoter Group	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. Sojan Avirachan is a Director and Promoter of ABSPL and in a category of Promoter group of WFBL.
4	Nature of Transactions	As per Section 188 and RPT policy of the Company							
5	Tenure of Transaction	FY 2023-24	FY 2023-24	FY 2023-24	FY 2023-24	FY 2023-24	FY 2023-24	FY 2023-24	FY 2023-24
6	Maximum value of Transactions during Financial Year 2023- 24	50 crores(30 crores already aproved Previously)	10 Crores (1 Crores already approved previously) 10 Crores (1 Crores already approved previously)	10 Crores	10 Crores	10 Crores	10 Crores	10 Crore	10 Crore

7	Type, Material terms and particulars of the proposed transaction	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 2023-24 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, Property of any kind and other Transaction s during the financial year 2023-24 on such term(s) and condition(s) as the board of Directors may deem Fit	The transaction involves Borrowing/Lending , during financial year 2023-24, 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, Property of any kind and other Transaction s during the financial year 2023-24 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 2023-24, 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, Property of any kind and other Transaction s during the financial year 2023-24 on such term(s) and condition(s) as the board of Directors may deem Fit	
8	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Not Applicable						
9	Percentage of the listed entity's Subsidiary - annual standalone turnover, for the immediately preceding financial year, that is represented by the value of the proposed Transaction (In case of RPT involving a Subsidiary).	Not Applicable						
10	details of the source of funds if the transaction related to any loans, inter corporate deposits, advances or investments made or given by listed entity or its subsidiary.	The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company.						
11	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments	NO	NO	NO	NO	NO	NO	NO
12	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	Interest rate will be in line with prevailing bank lending rates.						
13	the purpose for which the funds will be utilized by the ultimate beneficiary pursuant to the RPT	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party						
14	Justification as to why the RPT is in the interest of the listed entity;	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a significant role in the growth of business operations of the listed entity/its subsidiaries/step down subsidiaries.						
15	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.						
16	A copy of the Valuation or other external party report, if any such report has been relied upon.	Not Applicable						
17	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						

Transactions to be entered into by the Company with related parties		The particulars of transactions to be entered into by the Company with related parties are as under:								
Beverages Limited(Formerly Known as vegetable Products Limited)		Wardwizard foods and Beverages Limited(Formerly Known as vegetable Products limited)								
Sr No.	Particulars	Details								
1	Name of the Related Party	Mr. Venkata Ramana Revuru	Garuda Mart India Private Limited	Yatin S Gupte HUF	Yeppy Foods	Bluebells Insurance Broking Private Limited	Ayoki Mercantile Ltd	Wardwizard Global PTE Limited	Wardwizard Solutions Uganda Limited	Wardwizard Entertainment Private Limited
2	Name of the Director or KMP who is related	Mr. Venkata Ramana Revuru is in a category of Promoter group of WFBL.	Mr. Venkata Ramana Revuru is Director of Garuda mart India Pvt Ltd and he is in a category of promoter Group of WFBL.	Mr. Yatin Gupte is a Karta of HUF.	Ms. Sheetal Bhalerao and Mr. Sanjay Gupte was Partner in Yeppy foods	Mr. Yatin Gupte is Shareholder in Bluebell Insurance broking Private Limited.	Mr. Yatin Gupte, Ms. Sheetal Bhalerao ,WMPL& WSPL is the acquires of Ayoki Mercantile Ltd	Yatin Gupte is Common Promoter & Director.	Yatin Gupte is Common Director.	Yatin Gupte –HUF is a shareholder of WEPL.
3	Nature of Relationship (including nature of interest, financial or otherwise)	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, MD of WFBL is Partner of Yeppy Food.	Mr. Yatin Sanjay Gupte Firector of WFBL is a Shareholder of Bluebells Insurance Broking Private Limited	The Promoters of WFBL is the Acquirers of Ayoki Mercantile Ltd.	The Company is a wholly Owned Subsidiary of Wardwizard Innovation and Mobility Limited.Yatin Gupte is Common Promoter & Director.	The Company is wholly Owned Subsidiary of Wardwizard Solution India Private Limited.Yatin Gupte is Common Director.	Yatin S Gupte HUF is a shareholder of Wardwizard Entertainment Private Limited.
4	Nature of Transactions	As per Section 188 and RPT policy of the Company								
5	Tenure of Transaction	FY 2023-24	FY 2023-24	FY 2023-24	FY 2023-24	FY 2023-24	FY 2023-24	FY 2023-24	FY 2023-24	FY 2023-24
6	Maximum value of Transactions during Financial Year 2023- 24	10 Crore	10 Crores	10 Crores	20 Crores	10 Crores	30 Crores	10 Crores	10 Crores	10 Crores

7	Type, Material terms and particulars of the proposed transaction	The transaction involves Loans & advances , Borrowing / Lending and other transactions on continuous basis during financial year 2023-24, 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, Property of any kind and other Transaction s during the financial year 2023-24 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 2023-24, 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, Property of any kind and other Transaction s during the financial year 2023-24 on such term(s) and condition(s) as the board of Directors may deem Fit					
8	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Not Applicable								
9	Percentage of the listed entity's Subsidiary - annual standalone turnover, for the immediately preceding financial year, that is represented by the value of the proposed Transaction (In case of RPT involving a Subsidiary).	Not Applicable								
10	details of the source of funds if the transaction related to any loans, inter corporate deposits, advances or investments made or given by listed entity or its subsidiary.	The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company.								
11	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments	NO	NO	NO	NO	NO	NO	NO	NO	
12	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	Interest rate will be in line with prevailing bank lending rates.								
13	the purpose for which the funds will be utilized by the ultimate beneficiary pursuant to the RPT	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party								
14	Justification as to why the RPT is in the interest of the listed entity;	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a significant role in the growth of business operations of the listed entity/its subsidiaries/step down subsidiaries.								
15	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.								
16	A copy of the Valuation or other external party report, if any such report has been relied upon.	Not Applicable								
17	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								

**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 No: +91 6355426350

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

Percentage mentioned in the Explanatory Statement are rounded off.

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 by the Audit Committee as a part of Company's Policy on Related Party Transactions, shall be placed before the members for approval, in terms of Regulation 23(4) of the Listing Regulations.

Further, as per Regulation 23 (7) of the Listing Regulations, all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not.

Except Mrs. Sheetal Mandar Bhalerao, Mr. Yatin Sanjay Gupte and Mr. Sanjay Gupte along with their relatives, none of the other Directors or Key Managerial Personnel(s) of the Company or their relatives are in any way concerned or interested financially or otherwise in the resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 3: TO APPOINT MR. PREYANSH BHARATKUMAR SHAH (DIN: 07885677) AS NON-EXECUTIVE INDEPENDENT DIRECTOR.

At the Board Meeting of the Company held on 19th May, 2023 the Board had appointed Mr. Preyansh Bharatkumar Shah (DIN: 07885677) as an additional Non-Executive Independent Director w.e.f. 19th May, 2023 of the Company with immediate effect. In terms of Section 161(1) of the Act, Mr. Preyansh Bharatkumar Shah (DIN: 07885677) holds office up to the date of this ensuing General Meeting and are eligible for appointment as Non-Executive Independent Director. However as per 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, Company is seeking shareholder's approval through this postal ballot instead in the forthcoming general meeting.

The appointment of Mr. Preyansh Bharatkumar Shah (DIN: 07885677) shall be effective upon approval by the members in the Meeting. Mr. Preyansh Bharatkumar Shah (DIN: 07885677) 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 Mr. Preyansh Bharatkumar Shah

Mr. Preyansh Shah is a fellow member of the ICSI, Commerce and Law Graduate and also possesses a Post-Graduation Diploma in Business Administration.

He is Founder and pioneer of M/s. Preyansh Shah & Associates, with the experience of more than 15 Years in the field of Corporate Compliance Management.

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 No: +91 6355426350****Website: www.wardwizardfoods.com | Email ID: compliance@wardwizardfoods.com**

He is also currently associated with M/s. Parvenu Corporate & Secretarial Services Private Limited Company registered with Ministry of Corporate Affairs as the “Head of Legal Department.”

He will be working as an Independent Director in the Company with various committees in compliance with the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

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):

Name of Director	Preyansh Bharatkumar Shah
Father's Name	Bharatkumar Shah
Date of Birth	27-08-1987
First Appointment on Board	19th May, 2023
Nature of his expertise in specific functional areas:	Corporate Compliances, Transaction Advisory, Audit and Assurance, Insolvency & Bankruptcy code and Valuation Service
Years of Experience	More than 15 Years
Qualification	Company Secretary, PGDBM and LLB
Directorship in other companies	YES
Name of other public Limited companies, where he is the director	Wardwizard Innovation and Mobility Limited
Member/chairman of the committee including this listed entity	Wardwizard Innovations & Mobility Limited - Audit Committee- Member Wardwizard Innovations & Mobility Limited – Stakeholder Relationship Committee- Member
Shareholding in the company as on 31st March, 2023 (including shareholding as a beneficial Owner)	NIL
Last salary drawn	NIL
Relationship with another directorship and KMP	Not related to any Director or Key Managerial Personnel of the Company

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<p>The skills and capabilities required for the role and the manner in which the proposed person meets such requirement</p>	<p>He is a Fellow member of the Institute of Company Secretaries of India (ICSI) and holds a Bachelor of Commerce degree, a Post-Graduate Diploma in Business Administration, and a Bachelor of Laws degree.</p> <p>Over 15 years of experience in Corporate Compliance Management, Valuation Service, Audit and Assurance, Transaction Advisory. He has established himself as a prominent figure in the field.</p> <p>Expertise in consultancy especially in Compliance Management, Audit and Assurance and regulatory compliance, the company will add value and it will be best interest of the Company to appoint him as Independent Director for the five consecutive years.</p>
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*** *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. 3 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives, is in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 4: TO APPOINT MRS. ROHINI ABHISHEK CHAUHAN (DIN: 10147439) AS NON-EXECUTIVE INDEPENDENT DIRECTOR.

At the Board Meeting of the Company held on 19th May, 2023 the Board had appointed Mrs. Rohini Abhishek Chauhan as an additional Non-Executive Independent Director w.e.f. 19th May, 2023 of the Company with immediate effect. In terms of Section 161(1) of the Companies Act, 2013, Mrs. Rohini Abhishek Chauhan holds office up to the date of this ensuing General Meeting and is eligible for appointment as Non-Executive Independent Director.

The appointment of Mrs. Rohini Abhishek Chauhan shall be effective upon approval by the members in the Meeting. Mrs. Rohini Abhishek Chauhan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company and has given declaration to the Board that she 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.

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Brief Resume of Mrs. Rohini Abhishek Chauhan

Mrs. Rohini Abhishek Chauhan is An Associate member of the ICSI and Commerce Graduate, having five years Post Qualification experience in Corporate & Securities Law.

Mrs. Rohini Abhishek Chauhan is a Director & Joint Secretary at Shri Chhatrapati Shivaji Sahakari Mandli Ltd (Co-operative Society).

She will be working as an Independent Director in the Company with various committees in compliance with the Companies Act, 2013 and SEBI (LODR) Regulations, 2015

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):

Name of Director	Rohini Abhishek Chauhan
Father's Name	Santoshrav Vithalrav Purandare
Date of Birth	12-04-1990
First Appointment on Board	19th May, 2023
Nature of her expertise in specific functional areas:	Corporate Compliance Management,
Years of Experience	More than 7 years
Qualification	Company Secretary
Directorship in other companies	YES
Name of other public Limited companies , where he is the director	Wardwizard Innovations & Mobility Limited
Member/chairman of the committee including this listed entity	Wardwizard Innovations & Mobility Limited - Audit Committee- Member Wardwizard Innovations & Mobility Limited – Stakeholder Relationship Committee- Chairperson
Shareholding in the company as on date of this report (including shareholding as a beneficial Owner)	NIL
Last salary drawn	NIL
Relationship with other directorship 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	She is an Associate member of the Institute of Company Secretaries of India (ICSI) and holds a Bachelor of Commerce degree. Expertise in various areas of Compliance, Legal Management and Representation, the company will add value and it will be best interest of the Company to appoint her as Independent Director for the five consecutive years.

**WARDWIZARD FOODS AND BEVERAGES LIMITED
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**** Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.***

The Board commends the passing of the special resolution set out at item No. 4 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.

**By Order of the Board
Wardwizard Foods and Beverages Limited
(Formerly Known as Vegetable Products Ltd)
Sd/-**

**Bhoomi Ketan Talati
(Company Secretary)
Membership No: ACS-56279**

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

CIN: L15100WB1953PLC021090

Email: compliance@wardwizardfoods.com

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

Place:Vadodara

Date: 21-06-2023