

Date: 28-07-2023

To,
The Corporate Relationship Department
BSE Limited
P.J. Towers, 1st Floor,
Dalal Street,
Mumbai – 400 001.

Ref: Wardwizard Foods & Beverages Limited (Formerly known as Vegetable Products Limited)

(Script Code: 539132)

Dear Sirs,

Sub: Outcome of Postal Ballot and Disclosure of Voting Results as per the requirements of Regulation 30, 44 (3) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended along with Scrutinizer Report.

In terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith copy of Postal Ballot Result along with the Scrutinizer's Report taken for:

- 1) ALTERATION TO THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.
- 2) APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION (S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015.
- 3) TO APPOINT MR. PREYANSH BHARATKUMAR SHAH (DIN: 07885677) AS NON-EXECUTIVE INDEPENDENT DIRECTOR.
- 4) TO APPOINT MRS. ROHINI ABHISHEK CHAUHAN (DIN: 10147439) AS NON-EXECUTIVE INDEPENDENT DIRECTOR

The Voting period was closed on 27th July, 2023 and the Scrutinizer has submitted their report on 28th July, 2023. Thereafter the result of the voting was declared on 28th July, 2023 by the Company.

The Special Resolutions in the aforesaid Postal Ballot Notice have been passed with requisite majority by the members of the Company.

Yours Faithfully,

**For Wardwizard Foods and Beverages Limited
(Formerly known as Vegetable Products Limited)**

Bhoomi Talati
Company Secretary & Compliance Officer

Encl: as above

Voting Results

Date of the AGM/EGM/Notice of Postal Ballot	21 st June, 2023
Record date	16 th June, 2023
Total number of shareholders on record date	6279
No. of shareholders present in the, meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A N.A
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	N.A N.A

Resolution required: (Ordinary/ Special)			ITEM NO. 1. SPECIAL RESOLUTION: ALTERATION TO THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes –against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	94605212	93904212	99.259	93904212	0	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	94605212	93904212	99.259	93904212	0	100.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	100934788	4205141	4.166	4205081	60	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	100934788	4205141	4.166	4205081	60	100.00	0.00
Total		195540000	98109353	50.174	98109293	60	100.00	0.00

Resolution required: (Ordinary / Special)			ITEM NO. 2. SPECIAL RESOLUTION: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION (S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes –against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	94605212	*0	0.00	*0	0	0.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	94605212	*0	0.00	0	0	100.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	100934788	4205139	4.166	4205024	115	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	100934788	4205139	4.166	4205024	115	100.00	0.00
Total		195540000	4205139	2.151	4205024	115	100.00	0.00

* Mrs. Sheetal Mandar Bhalerao (Managing Director) holding 2,14,76,053 Equity shares, Mr. Yatin Sanjay Gupte, (Director) holding 4,29,52,106 equity shares, Sojan V Avirachan holding 15,00,000 Equity shares and Venkata Ramana Revuru holding 15,00,000 Equity shares and Wardwizard Solution India Private Limited Holding 2,64,76,053 Equity shares are interested in the above mentioned resolution, hence e-voting done by them is not considered.

Resolution required: (Ordinary / Special)			ITEM NO. 3. SPECIAL RESOLUTION: TO APPOINT MR. PREYANSH BHARATKUMAR SHAH (DIN: 07885677) AS NON-EXECUTIVE INDEPENDENT DIRECTOR					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes –against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	94605212	93904212	99.259	93904212	0	0.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	94605212	93904212	99.259	93904212	0	100.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	100934788	4205139	4.166	4205025	114	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	100934788	4205139	4.166	4205025	114	100.00	0.00
Total		195540000	98109351	50.174	98109237	114	100.00	0.00

Resolution required: (Ordinary / Special)			ITEM NO. 4. SPECIAL RESOLUTION: TO APPOINT MRS. ROHINI ABHISHEK CHAUHAN (DIN: 10147439) AS NON-EXECUTIVE INDEPENDENT DIRECTOR					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes –against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	94605212	93904212	99.259	93904212	0	0.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		94605212	93904212	99.259	93904212	0	100.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	100934788	4205139	4.166	4205030	109	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		100934788	4205139	4.166	4205030	109	100.00
Total		195540000	98109351	50.174	98109242	109	100.00	0.00

**For Wardwizard Foods and Beverages Limited
(Formerly known as Vegetable Products Limited)**

**Bhoomi Talati
Company Secretary & Compliance Officer**



POOJA AMIT GALA

Practicing Company Secretaries

Membership No: 69393/Cop No: 25845

Peer Review Certificate No: 2423/2022

📍 Vasantleela CHS, Aarti Bldg, Flat No 104,
Ghodbunder Road, Thane West - 400615

✉️ cspoojagala@gmail.com

☎️ 8355959800

SCRUTINIZER'S REPORT

To,
Board of Director,
Wardwizard Foods & Beverages Limited
(Formerly known as Vegetable Products Limited)
CIN: L15100WB1953PLC021090
Registered Office Address: Old Nimta Road, Nandan Nagar, Belghoria Kolkata Kolkata WB 700083.
Corporate Office address : 418, GIDC Estate POR Ramangamdi Vadodara 391243

Dear Sir,

I, Pooja Amit Gala, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors in its meeting held on **21st June, 2023** of **Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products limited)** ("Company") for the purpose of scrutinizing the E-voting process in fair and transparent manner and ascertaining the requisite majority of Postal Ballot Notice dated **21st June, 2023** voting carried out as per the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 & Companies (Management & Administration) Rules, 2014 as amended from time to time on the below mentioned resolutions passed by Postal Ballot.

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

The Company had appointed National Securities Depository Limited (NSDL) as the service provider for remote E-Voting to the shareholders from **28th June, 2023** (9.00 a.m.) to **27th July, 2023** (5.00 p.m.). On completion of e-voting period, in compliance of the provisions of Rule 20 (4) (xii) of the Companies (Management and administration) Amendment Rule, 2015, I have unblocked the E-Voting Votes on **28th July, 2023**.



POOJA AMIT GALA

Practicing Company Secretaries

Membership No: 69393/Cop No: 25845

Peer Review Certificate No: 2423/2022

 Vasantleela CHS, Aarti Bldg, Flat No 104,
Ghodbunder Road, Thane West - 400615

 cspoojagala@gmail.com

 8355959800

Special Business:

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, 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.



POOJA AMIT GALA

Practicing Company Secretaries

Membership No: 69393/Cop No: 25845

Peer Review Certificate No: 2423/2022

Vasantleela CHS, Aarti Bldg, Flat No 104,
Ghodbunder Road, Thane West - 400615

cspoojagala@gmail.com

8355959800

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 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



POOJA AMIT GALA

Practicing Company Secretaries

Membership No: 69393/Cop No: 25845

Peer Review Certificate No: 2423/2022

Vasantleela CHS, Aarti Bldg, Flat No 104,
Ghodbunder Road, Thane West - 400615

cspoojagala@gmail.com

8355959800

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
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	As per Section 188 and RPT policy of the Company	10 Crores	2023-2024



POOJA AMIT GALA

Practicing Company Secretaries

Membership No: 69393/Cop No: 25845

Peer Review Certificate No: 2423/2022

Vasantleela CHS, Aarti Bldg, Flat No 104,
Ghodbunder Road, Thane West - 400615

cspoojagala@gmail.com

8355959800

		group of WFBL.			
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



POOJA AMIT GALA

Practicing Company Secretaries

Membership No: 69393/Cop No: 25845

Peer Review Certificate No: 2423/2022

 Vasantleela CHS, Aarti Bldg, Flat No 104,
Ghodbunder Road, Thane West - 400615

 cspoojagala@gmail.com

 8355959800

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.”

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.



POOJA AMIT GALA

Practicing Company Secretaries

Membership No: 69393/Cop No: 25845

Peer Review Certificate No: 2423/2022

📍 Vasantleela CHS, Aarti Bldg, Flat No 104,
Ghodbunder Road, Thane West - 400615

✉️ cspoojagala@gmail.com

☎️ 8355959800

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.

I, Submit the Report on Postal Ballot as under:

1. In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not being sent to the Members for this Postal Ballot. Shareholders were requested to follow the procedure as stated in the notes and instructions for casting of votes by remote E-voting.
2. On account of threat posed by COVID-i.9 and in terms of the MCA Circulars, the Company had sent the Postal Ballot Notice in electronic form only to those members whose email id was registered with the two depositories and the RTA and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the Members as per the exemptions provided in the MCA circulars mentioned above. Accordingly, the communication of the assent or dissent of the Members had to take place through the E-voting system only. In order to facilitate those members who had not yet registered their e-mail address, a proper procedure was laid down for the shareholders to get their email registered with the RTA so that they could also participate in the e-voting facility extended by the Company.
3. The Company had uploaded the Notice together with the explanatory statement on their website of the Company www.wardwizardfoods.com. The RTA has generated Electronic Voting Event Number **124283** for the votes cast through e-voting mode. As directed by the Company, all necessary formalities specified under the Act and the Rules framed there under have been duly complied with by the Service Provider barring the ones as mentioned above.
4. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations relating to the items being placed for approval of the members through postal ballot by voting through E-voting.
5. The Postal Ballot e-voting result open by me scrutinized and the shareholding was confirmed with the Register of Members of the Company.
6. As stated in sub rule 3 of Rule 20 under the Chapter on "Management and Administration" Rules as notified by MCA on March 27, 2014 an advertisement was published by the Company in "Business Standard (English Newspaper, All Editions) and Aarthik Lipi (Bengali Newspaper, Kolkata) on **27th June, 2023**, informing about the completion of dispatch of the Postal Ballot Notices.
7. On scrutiny, I report that out of 6279 shareholders, 90 (Ninety) shareholders have exercised their vote through e-voting. The details of Postal Ballot results for the item placed for consideration by the members are given below;

***Note : As on 16th June, 2023 i.e the cut off date for this postal ballot , the capital of the company was 19,55,40,000, The Company has allotted 1,70,00,000 number of equity shares on 21st June, 2023 pursuant to conversion of warrants on preferential basis to Promoters/ promoter groups of the Company, for which trading approval is awaited.**



POOJA AMIT GALA

Practicing Company Secretaries

Membership No: 69393/Cop No: 25845

Peer Review Certificate No: 2423/2022

Vasantleela CHS, Aarti Bldg, Flat No 104,
Ghodbunder Road, Thane West - 400615

cspoojagala@gmail.com

8355959800

Item No. 1. Special Resolution: Alteration to The Object Clause of The Memorandum of Association of The Company:

Total No. of Shareholders	6279						
Total No. of Shares	19,55,40,000						
Receipt of Postal Ballot Forms	Not Applicable						
E-Voting start date & end date	From 28 th June, 2023 to 27 th July, 2023						
		Total Number of Votes		Votes in favor of the resolution		Votes in against of the resolution	
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares
Total Votes Cast through e-Voting	A	90	98109353	85	98109293	5	60
Total Votes Cast through Postal Ballot Forms Received	B	0	0	0	0	0	0
Grand Total of e-voting/ Postal Ballot Form (A+B)	C	90	98109353	85	98109293	5	60
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	90	98109353	85	98109293	5	60

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes –against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	94605212	93904212	99.259	93904212	0	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	94605212	93904212	99.259	93904212	0	100.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	100934788	4205141	4.166	4205081	60	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	100934788	4205141	4.166	4205081	60	100.00	0.00
Total		195540000	98109353	50.174	98109293	60	100.00	0.00

**POOJA AMIT GALA**

Practicing Company Secretaries

Membership No: 69393/Cop No: 25845

Peer Review Certificate No: 2423/2022

Vasantleela CHS, Aarti Bldg, Flat No 104,
Ghodbunder Road, Thane West - 400615

cspoojagala@gmail.com

8355959800

Item No. 2. Special Resolution: Approval For Material Related Party Transaction (S) Under Section 188 Of The Companies Act,**2013 And Regulation 23 Of SEBI (LODR) Regulations, 2015:**

Total No. of Shareholders	6279						
Total No. of Shares	19,55,40,000						
Receipt of Postal Ballot Forms	Not Applicable						
E-Voting start date & end date	From 28 th June, 2023 to 27 th July, 2023						
		Total Number of Votes		Votes in favor of the resolution		Votes in against of the resolution	
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares
Total Votes Cast through e-Voting	A	*84	*4205141	*77	*4205081	*7	*60
Total Votes Cast through Postal Ballot Forms Received	B	0	0	0			
Grand Total of e-voting/ Postal Ballot Form (A+B)	C	*84	*4205141	*77	*4205081	*7	*60
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0			
Net e-voting/ Postal Ballot Forms (C-D)	E	*84	*4205141	*77	*4205081	*7	*60

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes –against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	94605212	*0	0.00	*0	0	0.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		*0	0.00	0	0	100.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	100934788	4205139	4.166	4205024	115	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		4205139	4.166	4205024	115	100.00	0.00
Total		195540000	4205139	2.151	4205024	115	100.00	0.00

*Mr. Yatin Sanjay Gupte, (Director) holding 4,29,52,106 equity shares, Sheetal Mandar Bhalariao (Managing Director) holding 2,14,76,053 Equity shares, Sojan V Avirachan holding 15,00,000 Equity shares and Venkata Ramana Revuru holding 15,00,000 Equity shares and Wardwizard Solution India Private Limited Holding 2,64,76,053 Equity shares are interested in the above mentioned resolution, hence e-voting done by them is not considered.

**POOJA AMIT GALA**

Practicing Company Secretaries

Membership No: 69393/Cop No: 25845

Peer Review Certificate No: 2423/2022

Vasantleela CHS, Aarti Bldg, Flat No 104,
Ghodbunder Road, Thane West - 400615

cspoojagala@gmail.com

8355959800

Item No. 3. Special Resolution: To Appoint Mr. Preyansh Bhartkumar Shah (Din: 07885677) As Non-Executive Independent**Director:**

Total No. of Shareholders	6279						
Total No. of Shares	19,55,40,000						
Receipt of Postal Ballot Forms	Not Applicable						
E-Voting start date & end date	From 28 th June, 2023 to 27 th July, 2023						
		Total Number of Votes		Votes in favor of the resolution		Votes in against of the resolution	
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares
Total Votes Cast through e-Voting	A	89	98109351	83	98109237	6	114
Total Votes Cast through Postal Ballot Forms Received	B	0	0	0	0	0	0
Grand Total of e-voting/ Postal Ballot Form (A+B)	C	89	98109351	83	98109237	6	114
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	89	98109351	83	98109237	6	114

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes –against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	94605212	93904212	99.259	93904212	0	0.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	94605212	93904212	99.259	93904212	0	100.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	100934788	4205139	4.166	4205025	114	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	100934788	4205139	4.166	4205025	114	100.00	0.00
Total		195540000	98109351	50.174	98109237	114	100.00	0.00

**POOJA AMIT GALA**

Practicing Company Secretaries

Membership No: 69393/Cop No: 25845

Peer Review Certificate No: 2423/2022

Vasantleela CHS, Aarti Bldg, Flat No 104,
Ghodbunder Road, Thane West - 400615

cspoojagala@gmail.com

8355959800

Item No. 4. Special Resolution: To Appoint Mrs. Rohini Abhishek Chauhan (Din: 10147439) As Non-Executive Independent**Director**

Total No. of Shareholders	6279						
Total No. of Shares	19,55,40,000						
Receipt of Postal Ballot Forms	Not Applicable						
E-Voting start date & end date	From 28 th June, 2023 to 27 th July, 2023						
		Total Number of Votes		Votes in favor of the resolution		Votes in against of the resolution	
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares
Total Votes Cast through e-Voting	A	89	98109351	84	98109242	5	109
Total Votes Cast through Postal Ballot Forms Received	B	0	0	0	0	0	0
Grand Total of e-voting/ Postal Ballot Form (A+B)	C	89	98109351	84	98109242	5	109
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	89	98109351	84	98109242	5	109

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes –against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	94605212	93904212	99.259	93904212	0	0.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		93904212	99.259	93904212	0	100.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	100934788	4205139	4.166	4205030	109	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		4205139	4.166	4205030	109	100.00	0.00
Total		195540000	98109351	50.174	98109242	109	100.00	0.00



POOJA AMIT GALA

Practicing Company Secretaries

Membership No: 69393/Cop No: 25845

Peer Review Certificate No: 2423/2022

-  Vasantleela CHS, Aarti Bldg, Flat No 104, Ghodbunder Road, Thane West - 400615
-  cspoojagala@gmail.com
-  8355959800

Percentage of Votes cast in favor: 100.00%

Percentage of Votes cast against: 00.00%

As the number of votes castes casted in favor of the Resolution No.1 to 4 i.e. 100%, I report that the Special Business in Special Resolutions under section 110 of the Companies Act, 2013, and the Companies (Management & Administration Rules 2014, as set out in Notice of Postal Ballot dated **21st June, 2023** has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

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

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

Thanking You,

Yours Faithfully,

**Pooja
Amit
Gala** Digitally signed
by Pooja Amit
Gala
Date: 2023.07.28
14:48:36 +05'30'

Pooja Amit Gala

(Practicing Company Secretary)

Membership No: 69393

Cop: 25845

Peer Review Number: 2423/2022

ICSI UDIN: A069393E000695645

Date: 28-07-2023

Place: Thane