Wardwizard
Healthcare Limited
(Formerly known as Ayoki Merchantile Limited)

Date: September 5, 2026 **REF: WHL/BSE/AGM NOTICE/SEPTEMBER/2026**

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

BSE Scrip Code: 512063
Script Name: WARDWIZARD HEALTHCARE LIMITED

SUB: SUBMISSION OF NOTICE OF THE 42ND ANNUAL GENERAL MEETING ("AGM") OF THE WARDWIZARD HEALTHCARE LIMITED ("THE COMPANY") FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

Dear Sir/Madam,

With regard to the captioned matter and in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, this is to inform you that the 42nd Annual General Meeting ('AGM') of the Company is scheduled to be held on Wednesday, September 30, 2026 at 15:00 P.M. (IST) through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM') in accordance with the relevant circulars issued by the Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI').

Further, the Company has fixed Monday, September 21, 2026 as the 'Cut-off date' for the purpose of determining the Members eligible to vote on the resolutions set out in the Notice of the 42nd AGM of the Company.

In this regard, kindly take note of the details in relation to the 42nd AGM of the Company:

Sr. No	Particulars	Details
1	Cut-off date for eligibility of e-voting	Monday, September 21, 2026
2	Remote e-voting period	
	Commencement of remote e-voting period	9.00 a.m. (IST) on Sunday, September 27, 2026
	Conclusion of remote e-voting period	5.00 p.m. (IST) on Tuesday, September 29, 2026

Kindly take the same on record and acknowledge the receipt.
Thanking you

For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)

RAJBALA KIRORIWAL Digitally signed by RAJBALA KIRORIWAL
Date: 2026.09.05 15:58:32 +05'30'

RAJBALA KIRORIWAL
COMPANY SECRETARY & COMPLIANCE OFFICER
MEMBERSHIP NO: A51986
Encl: as above

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 42nd (FORTY-SECOND) ANNUAL GENERAL MEETING ("AGM") OF SHAREHOLDERS WARDWIZARD HEALTHCARE LIMITED ("THE COMPANY") WILL BE HELD ON WEDNESDAY, 30TH SEPTEMBER, 2026 AT 3:00 P.M. (IST) THROUGH VIDEO CONFERENCING ('VC) /OTHER AUDIO-VISUAL MEANS ('OAVM') FACILITY TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

ITEM NO. 1

TO RECEIVE, CONSIDER AND ADOPTION OF THE AUDITED FINANCIAL STATEMENTS AS AT MARCH 31, 2026:

The Audited Standalone Financial Statements of the Company for the Financial Year ended **March 31, 2026**, together with reports of the Board of Directors of the Company ("Board") and Auditors thereon and, in this regard,

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and the Auditors thereon, as circulated to the Members, be and are hereby approved and adopted."

"RESOLVED FURTHER THAT a certified true copy of this resolution be furnished to all concerned parties, under the signature of any one of the Directors or the Company Secretary of the Company".

ITEM NO. 2

TO APPOINT A DIRECTOR IN PLACE OF MR. YATIN SANJAY GUPTE (DIN-07261150) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR THE RE- APPOINTMENT.

To appoint Mr. Yatin Sanjay Gupte (DIN-07261150) who retires by rotation and being eligible, offers himself for re-appointment in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** in accordance with the provisions of Section 152(6) and other applicable provisions of The Companies Act, 2013 ("The Act"), **Mr. Yatin Sanjay Gupte (DIN-07261150),** who retires by rotation at this meeting, be and is hereby re-appointed as Non-Executive Non-Independent Director of the Company."

"RESOLVED FURTHER THAT, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company."

SPECIAL BUSINESS:

ITEM NO. 3

REGULARIZATION OF APPOINTMENT OF STATUTORY AUDITOR M/S. MGSA & COMPANY, (FRN: 022481C) CHARTERED ACCOUNTANTS TO FILL CASUAL VACANCY CAUSED BY THE RESIGNATION OF PREVIOUS AUDITOR

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendation of the Audit Committee and approval of the Board of Directors, **M/s. MGSA & COMPANY, Chartered Accountants (Firm Registration No. 022481C)**, who were appointed by the Board of Directors at its meeting held on **16th July 2026** to fill the casual vacancy caused by the resignation of the M/s. Mahesh Udhwani & Associates (FRN : 129738W), Chartered Accountants , the erstwhile Statutory Auditors of the Company, be and is hereby approved by the members of the at such remuneration, plus applicable taxes and reimbursement of out-of-pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Statutory Auditors and approved by the Board of Directors of the Company, and that they shall hold office until the conclusion of the 42nd Annual General Meeting of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company, including its Committee(s) and/or officers authorized by the Board, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental to give effect to this resolution, including but not limited to filing of necessary return with the Registrar of Companies and to comply with all the requirements in this regard."

ITEM NO. 4

APPOINTMENT OF M/S. MGSA & COMPANY, CHARTERED ACCOUNTANT, (FRN- 022481C) AS STATUTORY AUDITOR OF THE COMPANY FOR A TERM OF FIVE CONSECUTIVE YEARS AND AUTHORISE THE BOARD TO FIX REMUNERATION.

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Audit and Auditors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,and other applicable rules and regulations made thereunder, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors, **M/s. MGSA & Company , Chartered Accountants (Firm Registration No. 022481C), Peer Review Certificate No. 022043**, who have confirmed their eligibility and consent to act as Statutory Auditors of the Company and have furnished the requisite certificate confirming their eligibility under Section 141 of the Act, be and are hereby appointed as the Statutory Auditors of the Company, in place of M/s. Mahesh Udhwani & Associates(FRN : 129738W) Chartered Accountants, from the conclusion of 42nd Annual General Meeting till the conclusion of 47th Annual General Meeting for a single term of 5 (Five) consecutive years, at such remuneration and other out of pocket expenses and taxes as may be determined and recommended by the Audit Committee and approved by the Board of Directors or any Committee thereof in consultation with the Auditors."

"**FURTHER RESOLVED THAT** any of the Directors of the Company, be and are hereby jointly and/or severally authorized to take such steps and actions as may be required, including filing necessary forms with the Registrar of Companies for giving effect to this resolution."

ITEM NO. 5:

APPROVAL FOR APPOINMENT OF MR. YUVRAJ PRIYADARSHI (DIN :08055832) AS WHOLE TIME DIRECTOR OF THE COMPANY WHO IS CURRENTLY SERVING AS CEO AND ALSO IS ADDTION DIRECTOR

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approvals, consents and permissions as may be required, Mr. Yuvraj Priyadarshi (DIN :08055832) who was appointed as an Additional Executive Director of the Company by the Board of Directors at its meeting held on 23rd March 2026, and whose appointment as Whole-time Director was also approved by the Board of Directors at its meeting held on 31st August 2026, and whose term of office as an Additional Director expires at the ensuing General Meeting of the Company, and in respect of whom the Company has received the requisite consent, declarations and disclosures as required under the Act and the rules made thereunder, be and is hereby appointed as a Whole-time Director of the Company, liable to retire by rotation, for a period of five (5) years with effect from 30th September 2026, on such terms and conditions, including remuneration, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and as set out in the explanatory statement annexed to the Notice convening this Meeting."

"RESOLVED FURTHER THAT any Director, Chief Financial Officer, or the Company Secretary of the Company be and are hereby severally authorized to sign and file e-forms as may be required by Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

ITEM NO. 6:

TO APPOINT MS. SATHI KUNDU (DIN: 10837461) AS NON-EXECUTIV INDEPENDENT DIRECTOR OF THE COMPANY").

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to sections 149, 150, 152 and other applicable provisions, if any, of The Companies Act, 2013 ("the Act") read with Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, [including any statutory modification(s) or re-enactment thereof for the time being in force] and Schedule IV to the Act and various Regulation 16, 17, 25 and other relevant regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulation"), as amended from time to time and other applicable laws and the provisions of the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Ms. Sathi Kundu (DIN: 10837461),who was appointed as an Additional Non-Executive Independent Director of the Company on 31st August 2026, pursuant to Section 161 of the Act read with Regulation 17(1C) of the Listing Regulations to hold office up to the date of ensuing General Meeting or three months from the date of her appointment, whichever is earlier, 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 to hold office for a term of 5 (five) consecutive years commencing from 31st August , 2026 to 30th August , 3031 (both days inclusive), and that he shall not liable to retire by rotation.”.

“RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company.”

ITEM NO. 7

INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO THE CLAUSE V (CAPITAL CLAUSE) OF THE MEMORANDUM OF ASSOCIATION

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with applicable Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the Articles of Association of the Company , consent of the members of the Company be and is hereby accorded for increase in the Authorized Share Capital of the Company from existing ₹7,50,00,000/- (Rupees Seven Crores Fifty Lakhs only) divided into 75,00,000 (Seventy-Five Lakh) Equity Shares of ₹ 10 (Rupees Ten only) each to ₹ 25,00,00,000 (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Rupees Two Crore Fifty Lakhs Only) Equity Shares of ₹ 10/- (Rupees Ten only) each ranking pari-pasu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company and by substituting the Capital Clause (Clause V) of the Memorandum of Association of the Company with the following Clause:

“RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause:

“V. The Authorized Capital of the Company is ₹ 25,00,00,000 (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crore and Fifity Lakhs Only) Equity Shares of ₹ 10 /- (Rupees Ten Only) each with powers to increase and reduce the capital and consolidate, sub-divide and divide the Shares in Capital for the time being into several classes and to attach thereto such rights, privileges or conditions in the manner as may, for the time being, be provided by the Articles of Association of the Company.”

“RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

ITEM NO. 8

ISSUE OF FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62 and other applicable provisions, if any of the Companies Act, 2013 read with read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder and subject to the approval of the members of the Company, the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR Regulations"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended from time to time ("SEBI SAST Regulations"), and subject to all the applicable rules, regulations, circulars, notifications issued by the Securities and Exchange Board of India ("SEBI Regulations"), and the stock exchanges where the equity shares of the Company are listed and enabling provisions of the Memorandum of Association and Articles of Association and subject to such requisite approvals, consents, permissions and/or sanctions and which may be agreed to by the Board of Directors of the Company, (the "Board", which term shall be deemed to include any empowered or authorized committees thereof constituted by the Board to exercise its powers including powers conferred hereunder or any person authorized by the Board or its committees for such purpose), the consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot, by way of private placement on a preferential basis, up to 1,25,00,000 (One Crore Twenty-Five Lakh) fully convertible warrants ("Warrants"), each warrant convertible into 1 (one) Equity Share of the Company having a face value of ₹10/- (Rupees Ten only) each ("Equity Shares"), at an issue price of ₹10/- (Rupees Ten only) per Warrant to be issued at par, being the price determined in accordance with the provisions of Regulation 165 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), aggregating up to ₹12,50,00,000/- (Rupees Twelve Crore Fifty Lakh only), for cash consideration, in one or more tranches ("Preferential Issue"), to the following proposed allottees ("Proposed Allottees"):

Sr No	Name of the Proposed Allottees	Category	Pre-Preferential Issue		No. of Convertible Warrants proposed to be allotted	*Post Preferential Issue (Assuming conversion of 1,25,00,000 convertible Warrants into Equity Shares under present Preferential Issue)	
			No. of Shares held	% of share holding		No. of Shares held	% of share holding
1.	Yatin Sanjay Gupte	Promoter/ Promoter Group	90,750	37.04	5200000	52,90,750	41.51
2.	Sheetal Mandar Bhalerao	Promoter/ Promoter Group	34,760	14.19	1800000	18,34,760	14.40

3.	Ram Chander Sharma	Non-Promoter Group	Nil	Nil	2,00,000	2,00,000	1.57
4.	Nitu Sharma	Non-Promoter Group	Nil	Nil	2,00,000	2,00,000	1.57
5.	Ram Chander Sharma HUF	Non-Promoter Group	Nil	Nil	2,00,000	2,00,000	1.57
6.	Shyam Sunder Sharma	Non-Promoter Group	Nil	Nil	2,00,000	2,00,000	1.57
7.	Hemlata Sharma	Non-Promoter Group	Nil	Nil	2,00,000	2,00,000	1.57
8.	Shyam Sunder Sharma HUF	Non-Promoter Group	Nil	Nil	2,00,000	200000	1.57
9.	Aakanksha Kabra	Non-Promoter Group	Nil	Nil	2,50,000	2,50,000	1.96
10.	Ilyashbhai Dhobi	Non-Promoter Group	Nil	Nil	6,30,000	6,30,000	4.94
11.	Sanjay Kumar Sharma	Non-Promoter Group	Nil	Nil	3,00,000	3,00,000	2.35
12.	Pooja Chotia	Non-Promoter Group	Nil	Nil	3,00,000	3,00,000	2.35
13.	Havish Suppliers LLP	Non-Promoter Group	Nil	Nil	3,00,000	3,00,000	2.35
14.	Kailash Dhanuka HUF	Non-Promoter Group	Nil	Nil	3,30,000	3,30,000	2.59
15.	Ruchika Dhanuka	Non-Promoter Group	Nil	Nil	3,00,000	3,00,000	2.35
16.	Arpit Kabra	Non-Promoter Group	Nil	Nil	6,30,000	6,30,000	4.94
17.	P. B. Films Limited	Non-Promoter Group	Nil	Nil	6,30,000	6,30,000	4.94
18.	Kyan Investment & Trading Company Private Limited	Non-Promoter Group	Nil	Nil	6,30,000	6,30,000	4.94

“**RESOLVED FURTHER THAT** in terms of the provisions of Part IV of Chapter V of the SEBI ICDR Regulations, the floor/conversion price for the conversion of Warrants into Equity Shares pursuant to Regulation 165 of the SEBI ICDR Regulations is ₹10/- (Rupees Ten only) determined in accordance with the Valuation Report issued by CMA Suman Kumar Verma, IBBI Independent Registered Valuer (Security & Financial Asset), (Regn No. IBBI/RV/05/2019/12376).”

“**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the warrants under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

a) The conversion of Warrants into Equity Shares of ₹10/- each is to be done, in one or more tranches at any time within 18 (eighteen) months from the date of allotment of Warrants in terms of the provisions of the SEBI ICDR Regulations;

b) In accordance with the provisions of Chapter V of SEBI ICDR Regulations, the Proposed Allottees shall pay an amount equivalent to 25% (Twenty-Five Per Cent) of the Warrant Issue Price, to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to apply for fully paid up Equity Shares of the Company, against each such Warrant held by the Warrant Holder;

c) The amount paid against the Warrants shall be adjusted/ set-off against the issue price for the resultant Equity Shares at the time of allotment;

d) Warrants shall be allotted within the timelines prescribed under Regulation 170 of the SEBI ICDR Regulations;

e) Warrants, being allotted to the Proposed Allottee and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under the Lock-in provisions of the SEBI ICDR Regulations;

f) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder;

g) The Warrants as may be offered, issued, and allotted in accordance with the terms of this resolution and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants, shall be in dematerialised form only;

h) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the respective bank account of the Proposed Allottees into a separate bank account of the Company being opened for the Issue;

i) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse, and the amount paid shall stand forfeited by the Company;

j) Upon exercise of the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of the Warrants is completed within 15 (fifteen) days from the date of such exercise by the allottee of such warrants;

k) The Warrants, until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants;

l) The Warrants to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

m) The Equity Shares to be allotted on exercise of warrants shall only be made in dematerialized form and rank Pari-Passu in all respects with the existing Equity Shares of the Company from the date of allotment thereof."

n) The Equity Shares to be issued and allotted pursuant to this resolution will be listed on the BSE Limited ('BSE') subject to the receipt of necessary regulatory permissions and approvals as the case may be."

"RESOLVED FURTHER THAT the Equity Shares pursuant to the conversion of warrants, issued to the Proposed Allottees, be listed on the BSE Limited and that the Board, company secretary and chief financial officer, be and is hereby severally authorized to make the necessary applications and to take all other steps as may be necessary for the listing of the said Equity Shares and the admission of the Equity Shares with the Depositories, viz. National Securities Depository Limited & Central Depository Services (India) Limited, and for the credit of such Equity Shares to the respective dematerialized securities accounts of the Proposed Allottees."

"RESOLVED FURTHER THAT in the event the Company makes a Bonus issue of shares or makes a Rights issue of shares/ debentures or any other securities in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the Company increases as a consequence of such Bonus/Rights issues and that the exercise price of the warrants be adjusted accordingly, subject to such approvals as may be required."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the BSE Limited and/ or such other Regulator/authority concerned may impose at the time of their approval as agreed by the Board of Directors."

"**RESOLVED FURTHER THAT** Mr. Gaurav Jayant Gupte(DIN: 06741475), Managing Director and Ms. Rajbala Kiroriwal (Membership Number: A51986), Company Secretary and Compliance officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters including but not restricted to: (a) give effect to the above resolution effecting the issuance of warrants and subsequent issuance of equity shares upon conversion of warrants therein, (b) issue of offer letter in Form PAS 4 to the Proposed Allottees; (c) maintaining a record of private placement offer letter in Form PAS 5; (d) signing and filing all such forms, documents and papers including Form MGT 14 and Form PAS-3, as may be required to be submitted to the Registrar of Companies or any other authorities, in connection with the transaction, and (e) such other acts, deeds, matters and things as they may deem fit and proper in this regard."

"**RESOLVED FURTHER THAT** Mr. Gaurav Jayant Gupte(DIN: 06741475), Managing Director and Ms. Rajbala Kiroriwal (Membership Number: A51986), Company Secretary and Compliance officer of the Company be and are hereby severally authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchange and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolutions."

"**RESOLVED FURTHER THAT** Mr. Gaurav Jayant Gupte (DIN: 06741475), Managing Director and Ms. Rajbala Kiroriwal (Membership Number: A51986), Company Secretary and Compliance officer of the Company be and are hereby severally authorized to sign a certified true copy of this resolution and provide the same to whomsoever concerned."

ITEM NO. 9

TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS BETWEEN THE COMPANY AND M/S WARDWIZARD MEDICARE PRIVATE LIMITED (WMPL), AND, IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING AS AN ORDINARY RESOLUTION:

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI LODR Regulations"), Section 188 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re- enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time on basis of approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to enter into Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and M/s Wardwizard Medicare Private Limited (WMPL), a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and WMPL, for an aggregate value not exceeding Rs. 50 Crores (Rupees Fifty Crores Only) for a period commencing from the 42nd Annual General Meeting upto the date of 43rd Annual General Meeting of the Company to be held in the Calendar Year 2027, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is / are carried out at an arm's length pricing basis and in the ordinary course of business."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to delegate all or any of the powers conferred on it to any Committee of Board of Directors and/or Managing/Whole-time Director(s) of the Company and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

"**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

	By Order of the Board of Directors
	For WARDWIZARD HEALTHCARE LIMITED
	SD/-
	Gaurav Jayant Gupte
Date: August 31, 2026	**Managing Director**
Place: Vadodara	**DIN: 06741475**

REGISTERED OFFICE

Office no. 101, 1st Floor,
Shree Sai Ashirwad CHS,
Ghantali Path, Above Saibaba Mandir,
Thane (West) – 400602, Maharashtra

CORPORATE OFFICE

11, Windward Business Park,
Opp. Aadicura Hospital,
Jetalpur Road, Vadodara,
Gujarat – 390007

CONTACT DETAILS

+91 6359158825

EMAIL

ayoki1985@gmail.com

WEBSITE

https://wardwizardhealthcare.com

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated May 5, 2020, read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/2022 dated May 5, 2022, General Circular No 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024, and ***General Circular No. 03/2025 dated September 22, 2025*** (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (‘SEBI’) vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/ CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, ***SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024*** and subsequent circulars issued by SEBI in this regard **(collectively referred to as “SEBI Circulars”)**, have permitted the holding of AGM through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue vide the above MCA circulars and provided relaxation to companies from dispatching physical copy of annual report vide above SEBI circulars. In compliance with the provisions of the Companies Act, 2013 (“Act”), amended provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), MCA Circulars and Secretarial Standard on General Meetings (‘SS-2’), issued by The Institute of Company Secretaries of India the AGM of the Company will be held through VC / OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.
2. The Explanatory Statement pursuant to Section 102(1) of the Act with respect to the Special Business to be transacted at the meeting as set out in the Notice is annexed hereto.

   Further, the relevant details with respect to “Director seeking appointment and re-appointment at this AGM and Statutory Auditors seeking appointment at this AGM” as required under Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (ICSI) as approved by the Central Government, is also annexed to this Notice.
3. Since this AGM is being held through VC/OAVM, pursuant to the Circulars, physical attendance of the members has been dispensed off. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6.	The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.In compliance with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023, Notice of the AGM along with the Annual Report is being sent online through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of 42nd AGM and Annual Report will also be available on the Company's website https://wardwizardhealthcare.com , website of Stock Exchanges i.e. BSE Limited at www.bseindia.com
7.	The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.Electronic copies of the Notice for the AGM and the Annual Report for the FY 2025-26 are being sent to all the Members whose e-mail ids are registered with the Company/Depository Participants ("DP").Dispatching of physical Copies of the Financial Statements (including the Board's Report, Auditors' Report or other documents required to be attached therewith), has been dispensed with. Such Statements are being sent only by email to the Members and all other persons so entitled.
8.	Members are informed that in case of joint holders attending the Meeting, only such joint holder whose name stands first in the Register of Members of the Company/ list of Beneficial Owners as received from National Securities Depository Limited ("NSDL") /Central Depository Services (India) Limited ("CDSL") (collectively referred to as "Depositories") in respect of such joint holding will be entitled to vote.
9.	In pursuance of Section 112 and Section 113 of The Companies Act, 2013 ("the Act"), representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/ OAVM and cast their votes through e-voting. Institutional / Corporate Members intending to appoint an Authorized Representative to attend and vote on their behalf at the AGM are required to send a scanned copy (PDF/JPG format) of its Board or Governing body resolution/ authorization letter etc. authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting at least 48 hours before the AGM. The said resolution/authorization shall be sent to the scrutinizer by e-mail through its registered e-mail address to cskamal2014@gmail.com or upload on the VC portal, i e., (NSDL). e-voting portal i.e., https://www.evoting.nsdl.com/ .
10.	The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at Office No. 101, First floor, Shree Sai Ashirwad CHS, Gantali Path Road, Above Saibaba Mandir, Naupada, Naupada (Thane), Thane, Thane, Maharashtra, India, 4006027, which shall be the deemed venue of the AGM.
11.	Pursuant to the MCA Circulars, the Notice of the AGM is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company /Depositories and whose names appears in the Register of Members as on **Monday, 31st August , 2026** Copy of the Notice of the AGM is also available for download on the website of the Company at https://wardwizardhealthcare.com/ , the e-voting portal i.e. ., https://www.evoting.nsdl.com/ and on the websites of the Stock Exchanges, i.e. BSE at https://www.bseindia.com.
12.	Members who have not registered their email addresses with the Company/ RTA or their Depositories for receiving all communication (including Notice and Annual Report) from the Company electronically can get the same registered as follows:

	i. Members holding shares in physical mode and who have not registered/ updated their email addresses with the Company/ RTA are requested to register by visiting https://purvashare.com/email-and-phone-updation/. ii. Members holding shares in dematerialized mode are requested to register/ update their email addresses with the relevant Depositories.
13.	Members will be able to attend AGM through VC/ OAVM by logging on to the e-voting website of NSDL at https://www.evoting.nsdl.com by using their e-voting login credentials. On this webpage, click on the tab Shareholders / Members, the Video Conferencing/ webcast link would be available.
14.	Members who would like to express their views/ ask questions during the AGM may register themselves as a speaker by sending their request in advance at least seven days before the AGM. Members who do not wish to speak during the AGM but have queries may send their queries, mentioning the name, securities demat account number/folio number, email id, mobile number to ayoki1985@gmail.com and can send their queries in advance 7 days prior to meeting.
15.	Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM for a maximum time of 2 (Two) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.
16.	The Members who have cast their vote by remote e-voting prior to the AGM may also attend /participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
17.	Pursuant to Section 91 & other applicable provisions of the Companies Act, 2013 and in accordance with the Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Book of the Company shall remain closed from Wednesday, 23th September, 2026 to Wednesday, 30th September,2026 (both days inclusive) for taking record of the Members of the Company for the purpose of ensuing 42nd Annual General Meeting.
18.	Electronic copy of all documents referred to in this Notice of AGM will be available for inspection by shareholders in electronic mode, Shareholders are requested to write to ayoki1985@gmail.com for inspection, which shall be made available electronically for inspection to the shareholders.
19.	Members seeking any information or clarification with regard to the accounts are requested to write to the Company at least 10 days in advance of meeting so that the required information can be readily available in the Meeting.
20.	Members are requested to notify any changes to their respective Depository Participants.
21.	The details required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS- 2) issued by the Institute of Company Secretaries of India, in respect of the Director seeking reappointment at this AGM forms part of **Annexure-A** of the Notice.
22.	The Company has a designated email ID for Redressal of Shareholders'/Investors' Complaints /Grievances. Hence, please write to us at ayoki1985@gmail.com
23.	**Other information relating to Remote E-Voting are as under:**

i. In compliance with Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide a facility to its members to exercise their votes electronically through the electronic voting (“remote e-voting”) facility of **National Securities Depository Limited ('NSDL').** Shareholders who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by shareholders holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice.

ii. The e-voting period begins on **Sunday, September 27, 2026 at 9:00 a.m. (IST)** and ends on **Tuesday, September 29, 2026 at 5:00 p.m. (IST)** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Monday, September 21, 2026** (“cut-off date for e-voting”), may cast their vote electronically. The e-voting module shall be disabled by **National Securities Depository Limited ('NSDL').** for voting thereafter.

iii. The facility for e-voting shall also be made available during the AGM. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.

iv. Any person who acquires shares of the Company and becomes a shareholder of the Company after sending of the AGM Notice and holding shares as of the cut-off date of e-voting, may obtain the login ID and password by sending a request at https://www.evoting.nsdl.com/. However, if he/she is already registered with **National Securities Depository Limited ('NSDL').** for remote e-voting, then he/she can use his/her existing user ID and password for casting the vote.

v. **Mr. Kamal Lalani**, a Practicing Company Secretary (**FCS no. F13814**), has been appointed as the Scrutinizer to scrutinize the remote e-voting prior to the date of AGM and during the meeting in a fair and transparent manner.

vi. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman, after the completion of the scrutiny of the remote e-voting (votes casted prior to the date of AGM and during the AGM through remote e-voting), not later than two working days from the conclusion of the AGM. The results declared along with the Scrutinizer’s Report shall be communicated to the stock exchanges, **National Securities Depository Limited ('NSDL')** and will also be displayed on the Company’s website.

	vii. The Securities and Exchange Board of India (SEBI) has mandated that securities of listed companies shall be transferred only in dematerialized form with effect from April 1, 2019. Accordingly, the Company, through its Registrar and Share Transfer Agent, Purva Sharegistry (India) Pvt. Ltd., has ceased accepting any fresh requests for transfer of shares in physical form. In view of this and to eliminate risks associated with physical share certificates as well as to facilitate easier portfolio management, Members holding shares in physical form are advised to convert their holdings into dematerialized form at the earliest. viii. Members holding shares in physical mode are required to submit their Permanent Account Number (PAN) and bank account details to the Company/ Purva Sharegistry (India) Pvt. Ltd., if not registered with the Company/Purva Sharegistry (India) Pvt. Ltd., as mandated by SEBI by writing to the Company at ayoki1985@gmail.com or to Purva Sharegistry (India) Pvt. Ltd. at support@purvashare.com along with the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque. ix. Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in physical form may file their nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent i.e. Purva Sharegistry (India) Pvt. Ltd. In respect of shares held in demat form, the nomination form may be filed with the respective Depository Participant. x. Non-Resident Indian members are requested to inform Purva Sharegistry (India) Pvt. Ltd. / respective DPs, immediately of: a) Change in their residential status on return to India for permanent settlement b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier. xi. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of **Monday, September 21, 2026.** Members shall have one vote for every one fully paid share of the Company held by them as on the cut-off date. Members can vote for their entire voting rights as per their discretion. xii Members who are present in the meeting through VC / OAVM and have not cast their vote on resolutions through remote e-voting shall be allowed to vote through the e-voting system during the meeting. Members are requested to send all their documents and communications pertaining to shares to the Registrar and Transfer Agent (RTA) of the Company – Purva Sharegistry (India) Pvt. Ltd., at their address at Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt,J. R. Boricha Marg, Lower Parel East, Mumbai-400 011 Maharashtra, India, Phone: 022- 3199 8810 / 4961 4132, for both physical and demat segments of Equity Shares. Please quote on all such correspondence – "Unit – Wardwizard Healthcare Limited". For Shareholders queries – Telephone No. Phone: 022- 3199 8810 / 4961 4132 Email support@purvashare.com, Website: www.purvashare.com

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

- **i.** The remote e-voting period begins on **Sunday, 27th September ,2026 at (9:00 A.M. IST**) and ends on **Tuesday, 29th September 2026 at (17:00 P.M. IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Monday ,21st September 2026**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Monday, 21st September 2026**.
- **ii.** Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- **iii.** Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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 and joining virtual meeting 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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting & voting during the meeting. 2. 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 or joining virtual meeting & voting during the meeting. 3. 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.jsp 4. 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. 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 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 or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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.

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 or joining virtual meeting & voting during the meeting.

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.com or call at 022 - 4886 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. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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 user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

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.

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 cskamal2014@gmail.com with a copy marked to evoting@nsdl.com. 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 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com

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 Company email id at ayoki1985@gmail.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 ayoki1985@gmail.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 and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ayoki1985@gmail.com The same will be replied by the company suitably.

6. Shareholders who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at ayoki1985@gmail.com between **Monday, 21st September 2026 (9:00 a.m. IST) to Sunday, 27th September 2026 (5:00 P.M.)** Only those Shareholders who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
7. Shareholders attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

ITEM 2: TO APPOINT A DIRECTOR IN PLACE OF MR. YATIN SANJAY GUPTE (DIN-07261150) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR THE RE- APPOINTMENT

Details of Director Retiring by Rotation/seeking re-appointment at the Ensuing Annual General Meeting

Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) (as on 31st March 2026).

Annexture -1

Name of Director	Yatin Sanjay Gupte
Fathers' Name	Sanjay Mahadev Gupte
Date of Birth	15th August, 1978
Date of First Appointment of the Board	11th August, 2023
DIN	07261150
Qualifications	Master of Business Administration (M.B.A Exe.) in Insurance
Brief Resume & Expertise in specific Functional areas	Sales & Marketing, Business Development, Client Servicing, Renewals and Operations, Insurance
Skills and Capabilities required for the Role and the manner in which he meets such requirements	He has more than 25+ years of experience in the areas of Sales & Marketing, Business Development, Client Servicing, Renewals and Operations (including 11 years of experience in Insurance). He is a Master of Business Administration (M.B.A Exe.) in Insurance from Bhartiya Shiksha Parishad, Uttar Parishad. With a vision to leave a mark with his world class innovations, Mr. Gupte is on his journey to nurture dynamic leaders for tomorrow while transforming the entire ecosystem by offering viable solutions.
Terms and conditions of Appointment / Re-appointment	Not applicable
Details of remuneration sought to be Paid	Sitting Fees, reimbursement of expenses for participation in the Board and its Committee meetings and Commission, if any, will be paid as approved by the Board of Directors of the Company or Members of the Company, as the case may be.

Details of Remuneration last drawn	NIL
No. of Board meetings attended	8(Eight)
Directorship held in other Companies (along with listed entities from which the person has resigned in the past three years)	1. Wardwizard Innovations & Mobility Limited 2. Wardwizard Foods And Beverages Limited 3. I-Secure Credit & Capital Services Limited 4. Mangalam Industrial Finance Ltd 5. Wardwizard Healthcare Limited 6. Wardwizard Solutions India Private Limited 7. Wardwizard Medicare Private Limited 8. Bluebells Insurance Broking Private Limited 9. Wardwizard Properties Holdings Limited 10. Wardwizard aviation private limited 11. Wardwizard Renewable Energy Private Limited 12. Bluebells insurance broking private limited 13. Speed-force EV vehicles private limited LLP: 1. Kerala health and wellness solutions limited liability partnership 2. Ananta smart roots LLP
Chairman / Membership of Committees in other Companies (along with listed entities from which the person has resigned in the past three years)	**Wardwizard Foods and Beverages Limited** i. Audit Committee – Member ii. Risk Management Committee – Member **Mangalam Industrial Finance Limited** i. Audit Committee – Member ii. Stakeholders Relationship Committee-Member iii. Nomination & Remuneration Committee – Member iv. Rights Issue Committee – Member v. Risk Management Committee – Member **I Secure Credit & Capital Services Limited** i. Nomination & Remuneration Committee – Member **Wardwizard Innovations & Mobility Limited** i. Audit Committee - Member ii. Fund Raising Committee – Member iii. Risk Management Committee – Member iv. Corporate Social Responsibility Committee – Member. v. Right Issue Committee – Member vi. Finance and Investment Committee-Chairperson

	Wardwizard Healthcare Limited i. Stakeholders Relationship Committee Member ii. Nomination & Remuneration Committee – Member
No. of Shares held in the Company (including shares held as a beneficial owner)	90,750 37.04 %
Relationship with any Director, Manager and Key Managerial Personnel (KMP) of the Company	Mr. Gaurav Jayant Gupte and Mr. Yatin Sanjay Gupte are Business Partners Mr. Yatin Sanjay Gupte and Mrs. Sheetal Mandar Bhalerao are Business Partners Apart from above, none of the other Directors and KMPs are related or share any relationship with Mr. Yatin Sanjay Gupte

ITEM 3. TO APPOINT M G S A & CO AS STATUTORY AUDITOR OF THE COMPANY TO FILL CASUAL VACANCY

M/s. Mahesh Udhwani & Associates, Chartered Accountants, (ICAI FRN – 129738W) Practicing Chartered Accountants, Vadodara vide their letter dated **14th May, 2026** as tendered their resignation as the Statutory Auditors of the Company and expressed his unwillingness to continue as the Statutory Auditor of the Company.

Due to the resultant casual vacancy caused by the said resignation, the Board of Directors on the recommendation of the Audit Committee of the Company has appointed M/s M G S A & Company (Firm Registration Number: 022481C), Firm of Practicing Chartered Accountants as Statutory Auditor on **16th July 2026** whose appointment is subject to the approval of the Members and shall hold office till the conclusion of the 42nd Annual General Meeting of the Company and to fill the casual vacancy caused by the resignation of M/s. Mahesh Udhwani & Associates , Chartered Accountants, (ICAI FRN – 129738W) Practicing Chartered Accountants , Vadodara

M/s M G S A & Company (Firm Registration Number: 022481C), Firm of Practicing Chartered Accountants, is a reputed Chartered Accountant Firm holding a valid Peer Review Certificate whose experience is expected to bring more transparency and good governance within the Company.

M/s M G S A & Company (Firm Registration Number: 022481C), Firm of Practicing Chartered Accountants have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the requisite confirmation that, their appointment, if made by the Members, then the same shall be within the limits prescribed under the Companies Act, 2013.

M/s M G S A & Company (Firm Registration Number: 022481C), Firm of Practicing Chartered Accountants, shall be paid ₹. 2,20,000/- p.a. plus applicable GST as remuneration and other out of pocket expenses as mutually agreed between them and the Board of Directors of the Company. The remuneration payable is commensurate with size of the Company and the amount of work to be performed by the Auditor.

Further, there is no material variation in fees payable to the new Statutory Auditor from that paid to the outgoing auditor. The previous Statutory Auditor was paid ₹. 2,20,000/- p.a. plus applicable GST and the new Auditors shall be paid ₹ ₹. 2,20,000/- p.a. plus applicable GST /-.

The Ordinary Resolution contained in the Notice is meant for obtaining the approval of the Members to the appointment of M/s M G S A & Company (Firm Registration Number: 022481C), Firm of Practicing Chartered Accountants. The Board recommends that the same be passed.

None of the Promoters, Directors, Key Managerial Personnel or their relatives, is in any way, concerned or interested in the said Ordinary Resolution.

The Board recommends the Resolution as set out at **Item No. 3 of** this Notice for approval of the members of the Company as an Ordinary Resolution.

ITEM NO. 4. TO APPOINT M G S A & CO AS STATUTORY AUDITOR OF THE COMPANY

On the basis of the recommendation of the Audit Committee, the Board of Directors at its meeting held on 16th July, 2026 and pursuant to Section 139 and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, recommended the appointment of M/s M G S A & Company (Firm Registration Number: 022481C), Firm of Practicing Chartered Accountants, Bikaner as Statutory Auditors of the Company to hold office from the conclusion of the 42nd Annual General Meeting till the conclusion of 47th Annual General Meeting of the Company to be held in the year 2031.

M/s M G S A & Company (Firm Registration Number: 022481C), Firm of Practicing Chartered Accountants, is a reputed Chartered Accountant Firm holding a valid Peer Review Certificate whose experience is expected to bring more transparency and good governance within the Company.

M/s M G S A & Company (Firm Registration Number: 022481C), Firm of Practicing Chartered Accountants have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the requisite confirmation that, their appointment, if made by the Members, then the same shall be within the limits prescribed under the Companies Act, 2013.

M/s M G S A & Company (Firm Registration Number: 022481C), Firm of Practicing Chartered Accountants, shall be paid ₹. 2,20,000/- p.a. plus applicable GST. as remuneration and other out of pocket expenses as mutually agreed between them and the Board of Directors of the Company. The remuneration payable is commensurate with size of the

Company and the amount of work to be performed by the Auditor.

Further, there is no material variation in fees payable to the new Statutory Auditor from that paid to the outgoing auditor. The previous Statutory Auditor was paid ₹. 2,20,000/- p.a. plus applicable GST /- and the new Auditors shall be paid ₹ 2,20,000/- p.a. plus applicable GST /-.

The Ordinary Resolution contained in the Notice is meant for obtaining the approval of the Members to the appointment of M/s M G S A & Company (Firm Registration Number: 022481C), Firm of Practicing Chartered Accountants. The Board recommends that the same be passed.

None of the Promoters, Directors, Key Managerial Personnel or their relatives, is in any way, concerned or interested in the said Ordinary Resolution.

The Board recommends the Resolution as set out at **Item No. 4** of this Notice for approval of the members of the Company as an Ordinary Resolution.

ITEM NO. 5: APPROVAL OF APPOINTMENT OF MR. YUVRAJ PRIYADARSHI (DIN :08055832) AS WHOLE TIME DIRECTOR

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, had appointed, **Mr. Yuvraj Priyadarshi (DIN :08055832)** as Chief Executive Officer on 14th November 2025 and later as Additional Executive Director on 23rd March 2026 of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company. Further, on the Board Meeting held on 31st August 2026, the board has approved his appointment as Whole time Director w.e.f from 30th September 2026 subject to the approval of Shareholders in ensuing AGM

The Company has received from him the consent to act as Directors in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; and declarations confirming that they are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013. In the opinion of the Board, **Mr. Yuvraj Priyadarshi (DIN :08055832)** possess the requisite qualifications, experience and expertise and their association would be beneficial to the Company. The Board and **Mr. Yuvraj Priyadarshi (DIN :08055832) has mutually agreed that Remuneration paid as in the Capacity of CEO will prevail even after regularization of Mr. Yuvraj Priyadarshi (DIN :08055832) as whole time Director.**

None of the Promoters, Directors, KMP and their relatives except **Mr. Yuvraj Priyadarshi (DIN :08055832)** is either directly or indirectly in any way concerned or interested, financially or otherwise, in the Resolution at **Item No. 5** of the accompanying Notice.

The Board recommends the Resolution as set out at **Item No. 5** of this Notice for approval of the members of the Company as a Special Resolution.

ITEM NO. 6. APPOINTMENT OF MS. SATHI KUNDU (DIN: 10837461) AS NON-EXECUTIV INDEPENDENT DIRECTOR OF THE COMPANY”).

Ms. Sathi Kundu , holding Director Identification No. 10837461, who was appointed as an Additional Director by the Board of Directors of the Company(“Board”) based on the Recommendation of Nomination and Remuneration Committee under the category of Non-Executive Director-Independent director of the Company w. e. f 31st August 2026 pursuant to the provisions of Section 152, 161(1) and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and

Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) (“the Act”), the provision of the Article of Association of the Company. Further Ms. Sathi Kundu has confirmed that she is not disqualified to act as a Director in terms of Section 164 of the Act and he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and she is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Given her expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail her services as a non-executive non-independent director of the Company.

The Proposed Independent Director has significant professional expertise and rich experience across a wide spectrum of functional areas and hence the Board considered that her association with the Company would be of immense benefit to the Company to avail her services as a Non-Executive, Independent Director of the Company for a period of consecutive five years with effect from 31st August 2026 to 30th August, 2031.

The Company has received a declaration from Ms. Sathi Kundu (DIN: 10837461) that she meets with the criteria of independence as prescribed both under sub subsection (6) of section 149 of the Act.

In the opinion of the Board, she fulfills the conditions of appointment as Independent Director as specified in the Act and the Rules framed thereunder. Her knowledge and experience will be of immense benefit and value to the Company and she is independent of the management. The draft letter of appointment of Ms. Sathi Kundu (DIN: 10837461) shall be open for inspection at the Registered Office of the Company by any Member during normal business hours.

Ms. Sathi Kundu (DIN: 10837461) does not hold any Equity Shares in the Company

A Brief profile of the proposed Independent Director is provided below:

Ms. Sathi Kundu has Graduated in Bachelors of Arts and Bachelors of Law from the University of Calcutta and has more than 15 years of experience in the legal field. She has handled various litigations and petitions and her experience is expected to bring transparency within the organization.

Additional Information of Director seeking appointment at the Annual General Meeting (AGM) pursuant to Secretarial Standards-2 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors recommends the Special resolution set out in Item No. 6 of the notice for approval of the Members.

None of the Promoters, Directors, KMP and their relatives except Ms. Sathi Kundu (DIN: 10837461) is either directly or indirectly in any way concerned or interested, financially or otherwise, in the Resolution at Item No. 6 of the accompanying Notice.

Name of Director	**Ms. Sathi Kundu (DIN: 10837461**
Fathers’ Name:	Mr. Sakti Kundu
Date of Birth:	21.07.1992
First Appointment on Board:	31st August 2026
Nature of her expertise in specific functional areas:	Legal

Years of Experience:	15 years
Qualification:	Ms. Sathi Kundu (DIN: 10837461) appointed Additional Woman Director (Independent and Non-Executive). She has Graduated in Bachelors of Arts and Bachelors of Law from the University of Calcutta and has more than 15 years of experience in the legal field. She has handled various litigations and petitions and her experience is expected to bring transparency within the organization.
Directorship in Other Companies:	2
Name of other public limited Companies, where she is Director including this listed entity	P. B. FILMS LIMITED CLASSIC FILAMENTS LIMITED WARDWIZARD HEALTHCARE LIMITED
Member/Chairman of the Committee including this listed entity	**P. B. Films Limited** Audit Committee-Member Nomination and Remuneration Committee-Member Stakeholders Relationship Committee-Member **Classic Filaments Limited** Nomination and Remuneration Committee-Member Stakeholders Relationship Committee-Chairperson
Shareholding in the Company as on 30th June, 2026 (including shareholding as a beneficial owner)	Nil
Term and Condition of Appointment / Reappointment	As agreed between Ms. Sathi Kundu and Board of Director of the Company.
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	NA
Relationship with other Directors and KMP:	No Relation with any directors
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Ms. Sathi Kundu is a dedicated and experienced lawyer. She has more than 15 years of experience in the legal field. She has handled various litigations and petitions and her experience is expected to bring transparency within the organization.
Pecuniary relationship directly and indirectly with other Directors, Manager and other Key Managerial Personnel of the Company.	No Pecuniary relationship directly and indirectly with other Directors, Manager and other Key Managerial Personnel of the Company.
No. of Board Meeting Attended during the year	NA

**** 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. 6** of the accompanying notice.

ITEM NO. 7.
INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO THE CLAUSE V (CAPITAL CLAUSE) OF THE MEMORANDUM OF ASSOCIATION

Presently, the Authorised Share Capital of the Company is ₹7,50,00,000 (Rupees Seven Crores Fifty Lakhs Only) divided into 75,00,000 (Seventy-Five Lakhs) Equity Shares of ₹10/- (Rupees Ten only) each.

In Order to facilitate the future requirements and expansion of the Company and to give effect to the preferential issue, it is proposed to increase the Authorized Share Capital to ₹25,00,00,000 (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakh Only) Equity Shares of ₹10 (Rupees Ten Only) each. The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approval in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (except Saturdays, Sundays, and Public holidays)

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of this Notice except to the extent of their shareholding in the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 7 of this Notice.

ITEM NO. 8
ISSUE OF FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

The Board of Directors at its meeting held on Monday, 31st August, 2026, subject to the approval of the shareholders of the Company and such other approvals as may be required, has considered and approved the proposal to offer and allot, by way of private placement on a preferential basis, up to 1,25,00,000 (One Crore Twenty-Five Lakh) fully convertible warrants ("Warrants"), each convertible into 1 (one) Equity Share of the Company having a face value of ₹10/- (Rupees Ten only) each ("Equity Shares"), at an issue price of ₹10/- (Rupees Ten only) per Warrant to be issued at par, with each Warrant carrying a right to subscribe to 1 (one) Equity Share at an issue price of ₹10/- (Rupees Ten only) per Equity Share, being the price determined in accordance with Regulation 165 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), aggregating up to ₹12,50,00,000/- (Rupees Twelve Crore Fifty Lakh only), for cash consideration, in one or more tranches ("Preferential Issue"), to the following proposed allottees ("Proposed Allottees"):

Sr No	Name of the Proposed Allottees	Category	Pre-Preferential Issu		No. of Convertible Warrants proposed to be allotted	*Post Preferential Issue (Assuming conversion of 1,25,00,000 convertible Warrants into Equity Shares under present Preferential Issue)	
			No. of Shares held	% of share holding		No. of Shares held	% of share holding
1.	Yatin Sanjay Gupte	Promoter/Promoter Group	90,750	37.04	5200000	52,90,750	41.51
2.	Sheetal Mandar Bhalerao	Promoter/Promoter Group	34,760	14.19	1800000	18,34,760	14.40
3.	Ram Chander Sharma	Non-Promoter Group	Nil	Nil	2,00,000	2,00,000	1.57
4.	Nitu Sharma	Non-Promoter Group	Nil	Nil	2,00,000	2,00,000	1.57
5.	Ram Chander Sharma HUF	Non-Promoter Group	Nil	Nil	2,00,000	2,00,000	1.57
6.	Shyam Sunder Sharma	Non-Promoter Group	Nil	Nil	2,00,000	2,00,000	1.57
7.	Hemlata Sharma	Non-Promoter Group	Nil	Nil	2,00,000	2,00,000	1.57
8.	Shyam Sunder Sharma HUF	Non-Promoter Group	Nil	Nil	2,00,000	200000	1.57
9.	Aakanksha Kabra	Non-Promoter Group	Nil	Nil	2,50,000	2,50,000	1.96
10.	Ilyashbhai Dhobi	Non-Promoter Group	Nil	Nil	6,30,000	6,30,000	4.94
11.	Sanjay Kumar Sharma	Non-Promoter Group	Nil	Nil	3,00,000	3,00,000	2.35
12.	Pooja Chotia	Non-Promoter Group	Nil	Nil	3,00,000	3,00,000	2.35
13.	Havish Suppliers LLP	Non-Promoter Group	Nil	Nil	3,00,000	3,00,000	2.35
14.	Kailash Dhanuka HUF	Non-Promoter Group	Nil	Nil	3,30,000	3,30,000	2.59
15.	Ruchika Dhanuka	Non-Promoter Group	Nil	Nil	3,00,000	3,00,000	2.35
16.	Arpit Kabra	Non-Promoter Group	Nil	Nil	6,30,000	6,30,000	4.94
17.	P. B. Films Limited	Non-Promoter Group	Nil	Nil	6,30,000	6,30,000	4.94

18.	Kyan Investment & Trading Company Private Limited	Non-Promoter Group	Nil	Nil	6,30,000	6,30,000	4.94

The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of the Companies Act, 2013.

The investors/proposed allottees named hereinabove have agreed to subscribe to the proposed preferential issue and have confirmed their eligibility in terms of Regulation 159 of the SEBI ICDR Regulations.

Pursuant to the applicable provisions of Sections 23(1)(b), 42 and 62 of the Companies Act, 2013 ('Act') and Rules framed thereunder, and in accordance with the provisions of Chapter V "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations'), the Preferential issue of Warrants requires approval of the Members by way of a Special Resolution.

The proceeds of the Preferential Issue shall be utilised for the growth and expansion initiatives of the Company, inter alia, including investment in promoter group entities, including Wardwizard Medicare Private Limited, for the overall growth and expansion of the group companies; meeting working capital requirements; and for general corporate purposes, as more particularly set out herein.

The Board, therefore, recommends the Special Resolution set out at Item No. 8 of the accompanying Notice for approval of the Members.

The details of the Preferential Issue and other particulars, as required under Regulation 163 of the SEBI ICDR Regulations read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable laws and regulations, are set out below:

1. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price:

The Board of Directors at its meeting on Monday, 31st August 2026, subject to Members' approval and regulatory consents, if any, as may be applicable, approved the preferential issuance and allotment of up to 1,25,00,000 convertible warrants, each warrant convertible into one Equity Share at an issue price of ₹10/- per warrant, for an aggregate consideration of up to ₹12,50,00,000 (Rupees Twelve Crore Fifty Lakhs Only) to the persons belonging to Promoter and Promoter Group Category and Public Group Category, payable in cash.

2. **Basis on which the price has been arrived at and justification for the price (referred to warrant price/ exercise price or otherwise which means price to be paid by Investor for exercising warrant including premium, if any):**

The Equity Shares of the Company are listed on BSE Limited only. The Equity Shares are infrequently traded in terms of Part IV of the SEBI ICDR Regulations.

In case of the infrequently traded shares, as per Regulation 165 of the SEBI ICDR Regulations, a minimum issue price of the Equity Shares/ Warrants in preferential issue has to be calculated as follows:

"The price of the Equity Shares to be allotted pursuant to Preferential Issue shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies based on the valuation report issued by the Independent Registered Valuer and shall also submit the Certificate to the BSE Limited stating that the offer price arrived at is based on the Report of the Independent Registered Valuer."

Further, determination of price as per the Articles of Association of the Company is not applicable, since the Articles of Association of the Company are silent on the determination of a Floor Price/ Minimum Price of the shares issued on preferential basis. In view of the above, the Board of the Company decided to issue these securities to be allotted on preferential basis to the proposed allottee at ₹10/- (Rupees Ten Only) being not less than the price arrived in accordance with the Report of the Independent Registered Valuer (as per the Independent registered Valuer, the price arrived at is negative. However, Section 53 of the Companies Act, 2013 prohibits a company from issuing shares at a price below the face value. Accordingly, the minimum price at which the proposed equity share/ warrants may be issued is restricted to the face value of ₹10/- per share warrant, which is the price recommended for the purpose of this preferential allotment which is higher than the valuation price.) Each Warrant upon conversion shall entitle the Warrant Holders to one equity share of ₹10/- each fully paid up at a price of ₹10/- per share.

3. Amount which the Company intends to raise by way of such securities:

The Company proposes to raise up to ₹12,50,00,000/- (Rupees Twelve Crore Fifty Lakh only) by way of a preferential issue of 1,25,00,000 (One Crore Twenty-Five Lakh) fully convertible warrants, each warrant being convertible into 1 (one) Equity Share of the Company having a face value of ₹10/- (Rupees Ten only) each, with the entire consideration payable by the proposed allottees in cash.

4. Relevant Date:

The Relevant Date as stipulated in Regulation 161 of the SEBI ICDR Regulations, for determining the price of Equity Shares, is not relevant as the Equity Shares of the Company are infrequently traded and the price of the Securities is determined under Regulation 165 of the SEBI ICDR Regulations.

Further, the relevant date for the purpose of calculation of lock-in is 31st August, 2026, being the date, thirty days prior to the date of the meeting of the shareholders i.e. 30th September, 2026. The relevant date is calculated in accordance with Regulation 161(b).

5. Objects of the Preferential Issue:

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

(a) Investment in Promoter and Promoter Group Companies: A portion of the proceeds from the Preferential Issue, aggregating up to ₹8,00,00,000 (Rupees Eight Crore Only), is proposed to be utilised towards making investments in promoter and/or promoter group companies, including Wardwizard Medicare Private Limited. The majority of the amount proposed to be utilised under this object is presently proposed to be invested in Wardwizard Medicare Private Limited. The balance amount, if any, may be invested in other promoter and/or promoter group companies, depending upon the business requirements and opportunities available at the relevant time.

The proposed investments shall be made in accordance with applicable laws and shall be intended to support the growth and expansion initiatives of the respective investee entities and to create potential business synergies and strategic opportunities for the Company, thereby supporting the Company's long-term business and strategic objectives. The Company may determine the manner and proportion of such investments, subject to the overall maximum amount of ₹8,00,00,000 disclosed under this object and compliance with applicable laws.

(b) Working Capital Requirements: Based on the existing working capital requirements of the Company and the assumptions underlying the estimated working capital requirements, the Company proposes to utilise ₹1,37,50,000/- (Rupees One Crore Thirty-Seven Lakh Fifty Thousand only) out of the proceeds of the Preferential Issue towards meeting its working capital requirements, within a maximum period of 36 months from the date of receipt of the respective proceeds from the issue of Warrants and/or conversion thereof into Equity Shares, as applicable.

(c) General Corporate Purposes: Up to 25% (twenty-five percent) of the Issue Proceeds may be utilised towards general corporate purposes, including, inter alia, meeting the ongoing general corporate expenses, exigencies and contingencies of the Company, and such other purposes as may be determined by the management of the Company from time to time, subject to applicable laws and regulations.

If the proceeds are not completely utilised for the purposes stated hereinabove due to factors such as (i) economic and business conditions; (ii) increased competition; (iii) receiving the necessary approvals; and (iv) other commercial considerations, the same would be utilised (in part or full) as may be decided by our Board (including any duly authorized committee thereof), in accordance with applicable law. In the event of variations in the actual utilization of funds earmarked for the above purposes, any excess requirement for a specific purpose may be met through surplus funds, if available, from other purposes for which funds are being raised through the Issue subject to compliances, if any as may be applicable.

6. Utilisation of Issue Proceed:

Given that the funds to be received against Warrants conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the use of the Issue shall be made as stated hereinabove.

Proceeds to be utilized for the above Objects are set out herein below:

Sr No	Particulars	Total estimated amount to be funded from Proceeds (Amount in ₹)	Tentative Timeline for Utilization of Issue Proceeds from the date of receipt of funds
1.	Investment in Promoter and Promoter Group Companies	8,00,00,000	Within a maximum period of 36 months from receipt of funds from the issue and allotment of Warrants (as set out herein)
2.	Working capital Requirements	1,37,50,000	
3.	General Corporate Purposes	3,12,50,000	

As stated above, the Preferential Issue is of convertible Warrants and the Issue Proceeds shall be received in tranches, by the Company within 18 (Eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations and therefore, as estimated by our management, the entire Issue Proceeds would be utilized for the aforementioned Objects, in tranches, as per the Company's business requirements and availability of Issue Proceeds, within a maximum period of 36 (thirty-six) months from the date of receipt of funds for the Warrants.

The amount specified for the aforementioned Objects may deviate +/- 10% (ten percent) depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and which may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

7. Interim Use of Issue Proceeds:

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. The said deployment shall be done in compliance with the applicable laws pending complete utilization of the Issue Proceeds for the Objects described above. Our Company intends to, inter alia, pending utilisation for the Objects of the Preferential Issue, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by the "Government of India" or any other investments as permitted under applicable laws. The Company shall not invest in capital eroding and high-risk taking instruments

8.Monitoring of Utilization of Funds:

Since the proceeds from the Issue is less than ₹100 Crore, therefore the Company is not required to appoint a SEBI registered external credit rating agency as a Monitoring Agency in terms of Regulation 162A of Chapter V of the SEBI ICDR Regulations.

The Board will monitor the use of proceeds of this preferential issue.

9. Name and address of valuer who performed valuation:

The Valuation of the proposed preferential issue is based on the Valuation Report issued by the Independent Registered Valuer. The complete details of the Independent Registered Valuer are as under:

Name: CMA Suman Kumar Verma
Registration Number: IBBI/RV/05/2019/12376
Affiliation to the Institute: The Institute of Cost Accountants of India (ICMAI)
Complete Office Address: W-Z D-9, Lane No.5, Mahavir Enclave part-1 Palam Village, New Delhi – 110045
Mobile No.: +91 9716633301
Email ID: cmaskverma@gmail.com

The valuation issued the Independent Registered valuer is available on the website of the Company at https://wardwizardhealthcare.com/ and the weblink to access the same is https://wardwizardhealthcare.com/api/storage/documents/ldY7xlHkNMtgakYNusEMCBuDWBjzXnkDda9E81mo.pdf

10.Principal terms of Assets charged as securities:

Not Applicable.

11.Material terms of raising such securities:

The same has been disclosed in the concerned shareholders' resolution at the Item No.8 of and in the explanatory statement to this Notice.

12.Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable, as the proposed allotment shall be made for consideration in Cash only.

13.Class or classes of persons to whom the allotment is proposed to be made:

The proposed preferential allotment of Warrants shall be made to the Promoter Group and Public Category.

14. Intent of the Promoters, Directors or Key Management Personnel (KMPs) or Senior Management Personnel (SMPs) of the issuer to subscribe to the offer:

Allotment of the Proposed Warrants shall be made to Mr. Yatin Gupte (DIN: 07261150), Promoter and Non-Executive and Non-Independent Director of the Company and Ms. Sheetal Mandar Bhalerao, Promoter of the Company. Hence, apart from Mr. Yatin Gupte and Ms. Sheetal Mandar Bhalerao, none of the other Promoters, Directors or Key Management Personnel (KMPs) or Senior Management Personnel (SMPs) of the issuer to subscribe to the offer.

15. Shareholding Pattern of the Company before and after the Preferential Issue:

Sr. No.	Category	Pre-Issue Shareholding		Post-Issue Shareholding	
		Total No. of equity shares	% of shareholding	Total No. of equity shares	% of shareholding
A.	Shareholding of Promoter and Promoter Group				
1.	Indian:				
a)	Individuals				
i)	Yatin Sanjay Gupte	90,750	37.04	52,90,750	41.51
ii)	Sheetal Mandar Bhalerao	34,760	14.19	18,34,760	14.40
b)	Bodies Corporate				
i)	Wardwizard Solutions India Private Limited	28,058	11.45	28,058	0.22
ii)	Wardwizard Medicare Private Limited	27,932	11.40	27,932	0.22
	Total Shareholding of Promoter and Promoter Group (A)	**1,81,500**	**74.08**	**71,81,500**	**56.35**
B	Non-Promoters/Public Shareholding				
1	Institutions:				
a)	Mutual Funds	-	-	-	-
b)	Alternative Investment Funds	-	-	-	-
c)	Financial Institutions/Banks	-	-	-	-
d)	Insurance Companies	-	-	-	-
e)	NBFC Registered with RBI	-	-	-	-
f)	Foreign Portfolio Investors Category I	-	-	-	-
g)	Foreign Portfolio Investors Category II	-	-	-	-
h)	Any Other	-	-	-	-
	Sub-Total (B1)	-	-	-	-
2	Central Government/State Government/President of India	-	-	-	-
	Sub-Total (B2)	-	-	-	-
3	Non-Institutions	-	-	-	-

a)	Key Managerial Personnel	-	-	-	-
b)	Investor Education and Protection Fund (IEPF)	-	-	-	-
c)	Individuals	45,218	18.46	32,55,218	25.54
d)	NRI	-			
e)	Bodies Corporate	18,182	7.42	1278182	10.02
f)	Foreign National	-	-	-	-
g)	Any Other:				
i)	HUF	50	0.02	7,30,050	5.73
ii)	LLP	50	0.02	3,00,050	2.35
	Sub-Total (B3)	100	0.04	10,30,100	8.08
	Total Public Shareholding (B) = (B1+B2+B3)	63,500	25.92	5563500	43.65
	Grand Total (A+B1+B2+B3)	**2,45,000**	**100**	**12745000**	**100**

16.Proposed time limit within which the allotment shall be completed:

In terms of the provisions of SEBI ICDR Regulations, the Company shall complete the preferential allotment of said Warrants within a time period of 15 (fifteen) days from the date of passing of the "Special Resolution" by the Shareholders at their Annual General Meeting to be held on Wednesday, 30th September, 2026. Provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchange(s) is pending, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or permission, as the case may be.

17.Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the period from 1st April, 2026 till the date of this Notice, the Company has not made any Preferential Issue of any securities.

18.Lock-in Period:

(a)The Warrants to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
(b)The Resulting Equity Shares shall be locked in as per the applicable provisions of the SEBI ICDR Regulations.
(c)The entire pre-preferential allotment shareholding, of the Proposed Allottee, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

19. Payment of Consideration:

In terms of the provisions of Regulation 169(2) of the SEBI ICDR Regulations, an amount equivalent to at least 25% (twenty-five percent) of the total consideration for the Warrants will be payable on the date of preferential allotment of the Warrants.

The balance upto 75% (seventy-five percent) of the issue price shall be, at the option of the Allottee(s), payable by the Proposed Allottees at the time of allotment of the Equity Shares pursuant to conversion of the Warrants into Equity Shares.

Warrant will be converted at the option of the allottee, into 1 (one) equity share of Face Value of ₹10/- each at issue price of ₹10/- per share, determined in accordance with the SEBI ICDR Regulations, at any time within 18 (eighteen) months from the date of allotment of Warrants. In case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the Warrants, the unexercised Warrants shall lapse and the consideration paid upon each of the said Warrants shall be forfeited and all the rights attached to the Warrants shall lapse automatically.

20. Undertakings:

i. Neither the Proposed Allottee, the beneficial owners of Proposed Allottees, if any, nor the Company, its Directors and Promoters are fugitive economic offender as defined under SEBI ICDR Regulations.

ii. The Company undertakes that it shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants, in terms of the provisions of SEBI ICDR Regulations as amended wherever it is required to do so.

iii. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provisions of the SEBI ICDR Regulations, the Warrants shall continue to be locked in till the time such amount is paid by the proposed allottee.

iv. The Company is in compliance and post preferential issue will also be in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange(s), where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended or any Circular or Notification as may be issued by SEBI, from time to time or any competent authority concerned.

21. Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower:

It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, if any nor the Company, its Directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by the Reserve Bank of India. Consequently, the disclosure required under Regulation 163(1)(i) is not applicable.

22.The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Sr No.	Name of the Proposed Allottees	Current Status of Proposed Allottee namely Promoter or Non-Promoter	Proposed Status of Allottee (Post the Preferential Issue namely Promoter or Non-Promoter
1.	Yatin Sanjay Gupte	Promoter /Promoter Group	Promoter /Promoter Group
2.	Sheetal Mandar Bhalerao	Promoter /Promoter Group	Promoter /Promoter Group
3.	Ram Chander Sharma	Non-Promoter Group	Non-Promoter Group
4.	Nitu Sharma	Non-Promoter Group	Non-Promoter Group
5.	Ram Chander Sharma HUF	Non-Promoter Group	Non-Promoter Group
6.	Shyam Sunder Sharma	Non-Promoter Group	Non-Promoter Group
7.	Hemlata Sharma	Non-Promoter Group	Non-Promoter Group
8.	Shyam Sunder Sharma HUF	Non-Promoter Group	Non-Promoter Group
9.	Aakanksha Kabra	Non-Promoter Group	Non-Promoter Group
10.	Ilyashbhai Dhobi	Non-Promoter Group	Non-Promoter Group
11.	Sanjay Kumar Sharma	Non-Promoter Group	Non-Promoter Group
12.	Pooja Chotia	Non-Promoter Group	Non-Promoter Group
13.	Havish Suppliers LLP	Non-Promoter Group	Non-Promoter Group
14.	Kailash Dhanuka HUF	Non-Promoter Group	Non-Promoter Group
15.	Ruchika Dhanuka	Non-Promoter Group	Non-Promoter Group
16.	Arpit Kabra	Non-Promoter Group	Non-Promoter Group
17.	P. B. Films Limited	Non-Promoter Group	Non-Promoter Group
18.	Kyan Investment & Trading Company Private Limited	Non-Promoter Group	Non-Promoter Group

There is no change in current and proposed status of the allottees post the preferential issues.

23.Practicing Company Secretary's Certificate:

The certificate from Mr. Hemant Sharma of M/s Hemant Sharma & Associates, Practicing Company Secretary (Membership No: A42264 & CP No.: 17411), certifying that the preferential issue of Shares is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations and the said certificate shall be placed before the shareholders at their proposed Annual General Meeting. The Certificates will available on the website of the Company at https://wardwizardhealthcare.com/

24. Dues toward SEBI, Stock Exchange(s) or Depositories:

There are no outstanding dues or SOP fines of the Company payable to SEBI, Stock Exchange or Depositories as on date.

25.Change in control, if any, upon preferential issue:

Consequent to the proposed preferential issue of Warrants/ Resulting Equity Shares; there shall not be any change in control or change in management of the Company. The preferential issue shall not attract an obligation to make an open offer for shares of the Company under the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended).

26.Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Twelve Crore Fifty Lakh only), an amount of up to ₹7,00,00,000/- (Rupees Seven Crore only) is proposed to be raised from the Promoters of the Company, comprising ₹5,20,00,000/- (Rupees Five Crore Twenty Lakh only) from Mr. Yatin Sanjay Gupte, who shall subscribe to up to 52,00,000 (Fifty-Two Lakh) Warrants, and ₹1,80,00,000/- (Rupees One Crore Eighty Lakh only) from Ms. Sheetal Mandar Bhalerao, who shall subscribe to up to 18,00,000 (Eighteen Lakh) Warrants, out of the total proposed issue of 1,25,00,000 (One Crore Twenty-Five Lakh) Warrants. Each Warrant shall be issued at an issue price of ₹10/- (Rupees Ten only) per Warrant and shall be convertible into 1 (one) Equity Share of the Company having a face value of ₹10/- (Rupees Ten only) per Equity Share.

27. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by the allottee and change in control, if any, in the issuer consequent to the preferential issue under Regulation 163(1)(f) of the SEBI ICDR Regulations 2018.

Sr No	Name of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre-Preferential Issue		No. of Convertible Warrants proposed to be allotted	*Post Preferential Issue (Assuming conversion of 1,25,00,000 convertible Warrants into Equity Shares under present Preferential Issue)	
				No. of Shares held	% of share holding		No. of Shares held	% of share holding
1.	Yatin Sanjay Gupte	Promotet/ Promoter Group	Not Applicable	90,750	37.04	52,00,000	52,90,750	41.51
2.	Sheetal Mandar Bhalerao	Promoter/ Promoter Group	Not Applicable	34,760	14.19	18,00,000	18,34,760	14.40
3.	Ram Chander Sharma	Non-Promoter Group	Not Applicable	Nil	Nil	2,00,000	2,00,000	1.57
4.	Nitu Sharma	Non-Promoter Group	Not Applicable	Nil	Nil	2,00,000	2,00,000	1.57
5.	Ram Chander Sharma HUF	Non-Promoter Group	Ram Chander Sharma	Nil	Nil	2,00,000	2,00,000	1.57

6.	Shyam Sunder Sharma	Non-Promoter Group	Not Applicable	Nil	Nil	2,00,000	2,00,000	1.57
7.	Hemlata Sharma	Non-Promoter Group	Not Applicable	Nil	Nil	2,00,000	2,00,000	1.57
8.	Shyam Sunder Sharma HUF	Non-Promoter Group	Shyam Sunder Sharma	Nil	Nil	2,00,000	2,00,000	1.57
9.	Aakanksha Kabra	Non-Promoter Group	Not Applicable	Nil	Nil	2,50,000	2,50,000	1.96
10.	Ilyashbhai Dhobi	Non-Promoter Group	Not Applicable	Nil	Nil	6,30,000	6,30,000	4.94
11.	Sanjay Kumar Sharma	Non-Promoter Group	Not Applicable	Nil	Nil	3,00,000	3,00,000	2.35
12.	Pooja Chotia	Non-Promoter Group	Not Applicable	Nil	Nil	3,00,000	3,00,000	2.35
13.	Havish Suppliers LLP	Non-Promoter Group	Sanjay Kumar Sharma and Devesh Sharma	Nil	Nil	3,00,000	3,00,000	2.35
14.	Kailash Dhanuka HUF	Non-Promoter Group	Kailash Dhanuka	Nil	Nil	3,30,000	3,30,000	2.59
15.	Ruchika Dhanuka	Non-Promoter Group	Not Applicable	Nil	Nil	3,00,000	3,00,000	2.35
16.	Arpit Kabra	Non-Promoter Group	Not Applicable	Nil	Nil	6,30,000	6,30,000	4.94
17.	P. B. Films Limited	Non-Promoter Group	Not Applicable	Nil	Nil	6,30,000	6,30,000	4.94
18.	Kyan Investment & Trading Company Private Limited	Non-Promoter Group	Abhishek Kayan Sheila Devi Kayan Kavita Kayan	Nil	Nil	6,30,000	6,30,000	4.94

Note: The post issue shareholding pattern in the above table has been prepared with pre-issue shareholding as on 30th June 2026, on the basis that the Proposed Allottee would have subscribed to all the Warrants and been allotted all the Equity Shares of ₹10/- each upon conversion of Warrants.

In the event for any reason, the Proposed Allottee does not or is unable to subscribe to and/or is not allotted the Equity Shares, the Shareholding Pattern in the above table would undergo corresponding changes.

28. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution

Mr. Yatin Sanjay Gupte, Promoter and Non-Executive Non-Independent Director, and Ms. Sheetal Mandar Bhalerao, Promoter of the Company, who intend to subscribe to the Warrants proposed to be issued under the Preferential Issue, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice. The other Promoters, members of the Promoter Group, Promoter Directors and their respective relatives may also be deemed to be concerned or interested in the said resolution to the extent of their respective shareholding, interest or relationship with the proposed allottees.

Save and except the above, none of the Directors, Key Managerial Personnel and/or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 8 of the Notice.

The Board has considered all relevant aspects in regard to the proposed Preferential Issue including but not limited to the facts inter alia the size of the Issue, faster and more efficient manner of fund raising for expeditious deployment of funds for the objects of the Issue detailed herein, there being no direct or indirect benefit accruing to the promoters /promoter group other than issue of shares upon conversion. As such, your Directors are of the firm opinion that the proposed Issue of convertible warrants is overall in the best interest of the Company and favourable to all stakeholders concerned as the same is aimed at infusing funds for the growth of the Company within shortest time permitted by the applicable laws. Further, the disclosures made herein and the rationale for the proposed Issue are believed to be sufficient for the decision to be made by the shareholders.

The Board accordingly recommends the Special Resolution as set out in Item no. 8 of this Notice for your approval.

ITEM NO. 9
APPROVAL OF MATERIAL RELATED PARTY WITH WARDWIZARD MEDICARE PRIVATE LIMITED.

In terms of Regulation 23 of the SEBI Listing Regulations, any transaction(s) with the Related Party, to be entered into individually or taken together with the previous transactions during any Financial Year, exceeds the consolidated Annual Turnover threshold as prescribed under Schedule XII of the SEBI Listing Regulations as per the last audited financial statements, ('Material Related Party Transactions'), require prior approval of the Members.

Details of the proposed Related Party Transactions ('RPTs') between the Company and Related Parties, including the information required to be disclosed in the Explanatory Statement pursuant to the Regulation 23 of the SEBI LODR Regulations read with the SEBI Master Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, SEBI Circular No. SEBI/HO/CFD/CFD- PoD-2/P/CIR/2025/18 dated February 14, 2025 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, specifying the Industry Standards on "Minimum information to be provided for review of the Audit Committee and Shareholders for approval of a related party transaction" ('Standards') and applicable provisions of the Act, are as follows:

Sr No	**Description**	**Wardwizard Medicare Private Limited (WMPL)**
Part A: Details of the related party and transactions with the related party		
A(1)	**Basic details of the related party**	

1	Name of the related party	Wardwizard Medicare Private Limited (WMPL)
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Wardwizard Medicare Pvt Ltd is engaged in the business of medical, Healthcare and Hospital services
A(2)	**Relationship and ownership of the related party**	
1	Relationship between the listed entity and the related party.	Part of Promoter and Promoter Group and consequently a Related party
2	Shareholding of the listed entity, whether direct or indirect, in the related party.	NIL
3	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary).	NA
4	Shareholding of the related party, whether direct or indirect, in the listed entity.	27,932 constituting 11.40% of the Total Capital of the Listed Entity
A(3)	**Details of previous transactions with the related party**	
1	Total amount of all the transactions undertaken by the listed entity with the related party during each of the last financial year.	Total Amount of all the transactions undertaken by the listed entity with the related party during the financial year 2025-26 are as follows: Borrowings received : 95.5 Lakh Borrowings repaid : 57.32 Lakh Loans and Advances Repaid : 1.5 Lakh Purchase of goods and Services : 0.27 Lakh Sale of goods and Services : 15.38 Lakh Rent Expenses : 1.8 Lakh Consultancy Expenses : 3.06 Lakh
2	Total amount of all the transactions undertaken by the listed entity with the related party during the current Financial Year (till the date of approval of the Audit Committee / shareholders).	Total amount of all the transactions undertaken by the listed entity with the related party during the current Financial Year are as follows : Borrowings received : 220 Lakh Borrowing repaid : 735.98 Lakh Consultancy Expenses : 1.36 Lakh Rent Expense : 0.52 Lakh

		Purchase of goods and Services : 41.93 Lakh
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered with the listed entity or its subsidiary during the last financial year.	No
A(4)	**Amount of the proposed transactions (All types of transactions taken together)**	
1	Total amount of all the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Upto ₹ 50 Crore
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current Financial Year is material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual Standalone turnover for the immediately preceding Financial Year	5923.47%
4	Value of the proposed transactions as a percentage of the subsidiary's annual standalone turnover for the immediately preceding Financial Year	NA
5	Value of the proposed transactions as a percentage of the related party's annual Standalone turnover for the immediately preceding Financial Year.	633.14%
6	**Financial performance of the related party** • Standalone turnover of the related party for the last Financial year • Standalone networth of the related party for the last Financial year • Standalone net profits/(loss) of the related party for the last Financial year	Provisional turnover for FY 2025-26 : 789.71 Lakh Provisional networth for FY 2025-26 : (5976.85 Lakh) [Negative] Provisional Loss for FY 2025-26: (1242.51 Lakh)
A(5)	**Basic details of the proposed transaction**	
1	Specific type of the proposed transaction	Receipt of loans and advances from the related party; granting/providing loans and advances to the related party; purchase of goods/materials from the related party; availing of consulting/professional services; payment of rent/lease expenses; and other transactions incidental and ancillary to the aforesaid transactions.
2	Details of the proposed transaction	The proposed transactions include receipt of loans and advances from the related party, granting/providing of loans and advances to the related party, purchase of goods/materials from the related party, availing of consulting/professional services and payment of

		rent/lease expenses, as may be required from time to time. These transactions are proposed to be undertaken for meeting the Company's working capital and funding requirements, providing financial assistance, procurement of goods/materials, availing of professional and consulting services, use of premises and other business requirements. The transactions shall be undertaken in the ordinary course of business and on such terms and conditions as may be mutually agreed between the parties, subject to applicable laws and regulations.
3	Tenure of the proposed transaction	Period commencing from the 42nd Annual General Meeting upto the date of 43rd Annual General Meeting of the Company to be held in the calendar year 2027
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a Financial Year.	Approval is sought for an aggregate value of up to Rs. 50 Crore per financial year in respect of the proposed related party transactions, including receipt of loans and advances from the related party, granting/providing of loans and advances to the related party, purchase of goods/materials, availing of consulting/professional services, payment of rent/lease expenses and other related transactions, as applicable.
6	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The Audit Committee noted that the transaction(s) are in the ordinary course of business and at arm's length. The Company proposes to extend a financial facility and investment of up to Rs. 50 crore to WMPL by way of an Inter-Corporate Loans, advances and/or deposits and investment, in order to enable WMPL to meet its funding requirements.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	WMPL is the part of the Promoter and Promoter Group. Therefore, entire Promoter and Promoter Group is considered to be interested in the proposed transaction Mr .Yatin Sanjay Gupte and Mr. Yuvraj Priyadarshi Mr. Yatin Sanjay Gupte _ holds 4000 Equity shares
8	A copy of the valuation or other external party report, if any.	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
9	Other information relevant for decision making	Not Applicable as the all the information required for informed decision making is disclosed.
Part B: Details of the specific transactions with the related party		

B(2)	**Loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary**	
1	Source of funds in connection with the proposed transaction.	Internal accruals, proceeds from fund raising and other related activities
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	No there is no financial indebtedness is incurred to give loan ,Intercorporate deposit or advances given to related party till date. a. NA b. NA c. NA d. NA
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	As may be determined and approved by the Board of Directors and mutually agreed upon.
4	Proposed interest rate to be charged by listed entity from the related party.	As may be determined and approved by the Board of Directors and mutually agreed upon.
5	Maturity / due date	On demand
6	Repayment schedule & terms	On demand
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds will be utilized by the ultimate beneficiary for the expansion its principal business activities
B(3)	**Investment made by the listed entity**	
1	Source of funds in connection with the proposed transaction.	Internal accruals, proceeds from fund raising and other related activities
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	No there is no financial indebtedness is incurred to give loan, Inter-corporate deposit or advances given or making investment to related party till date a. As may be determined and approved by the Board of Directors b. As may be mutually agreed upon c. As may be mutually agreed upon d. As may be mutually agreed upon

3	Purpose for which funds shall be utilized by the investee company.	For principle business activities and to capitalise on emerging business opportunities, to support its growth and expansion initiatives and contribute towards the overall growth and strategic objectives of the group
4	Material terms of the proposed transaction.	Transaction is in the ordinary course of the business and at arm's length price. The WMPL will utilize the amount received to capitalise on emerging business opportunities, to support its growth and expansion initiatives and contribute towards the overall growth and strategic objectives of the group.
B(1), B (4), B(5), B(6) & B(7) of table forming part of the Industrial Standards are not applicable.		
Part C: Details of material transactions with the related party		
C(1)	**details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary**	
1	Latest credit rating of the related party	NA
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. *Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.* **In addition, state the following:** a.Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b.Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c.Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d.Whether the related party, not being an MSME, suffers from any of the disqualifications specified	NIL a. No b. No c. No d. No

	under Section 29A of the Insolvency and Bankruptcy Code, 2016. *Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.* *FY: 2025-26* *FY: 2024-25* *FY: 2023-24*	
C(2)	**Transactions relating to any investment made by the listed entity**	
1	Latest credit rating of the related party Note: a.Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b.This shall be applicable in case of investment in debt securities.	NA
2	Whether any regulatory approval is required. If yes, whether the same has been obtained.	NA
C (3) to C (6) of table forming part of the Industrial Standards are not applicable.		

By Order of the Board of Directors
For WARDWIZARD HEALTHCARE LIMITED

SD/-
Gaurav Jayant Gupte
Managing Director
DIN: 06741475

Date:31st August 2026
Place: Vadodara

REGISTERED OFFICE	CORPORATE OFFICE
Office no. 101, 1st Floor, Shree Sai Ashirwad CHS, Ghantali Path, Above Saibaba Mandir, Thane (West) – 400602, Maharashtra	11, Windward Business Park, Opp. Aadicura Hospital, Jetalpur Road, Vadodara, Gujarat – 390007

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