

Date: July 04, 2026

To,
The General Manager
Department of Corporate Services
BSE Limited
P.J. Towers, Dalal Street, Mumbai – 400001

Scrip Code: 543436

Subject: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Statement of material change in Notice dated April 24, 2026 in respect of EGM held on May 18, 2026

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III Part A Para A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform that the Company has made certain revisions/corrections in the Notice of Extra Ordinary General Meeting (“EGM”) held on Monday, May 18, 2026.

During the process of application of in-principle approval for the proposed preferential issue, it was observed that the valuation report dated 17th April 2026 issued by R&A Valuation LLP mentions issue price as Rs.10.07 per share whereas, the proposed preferential issue has been proposed with an issue price of Rs.10 per share. Hence, the issue price required to be revised based on the pricing formula prescribed under Chapter V of SEBI (ICDR) Regulations, 2018. Accordingly, the issue price has been revised from ₹10.00 to ₹10.07 per equity share, resulting in a consequential reduction in the number of equity shares proposed to be allotted while keeping the aggregate consideration almost unchanged to the except of rounding off adjustment.

The said revisions pertain to preferential issue details approved by the shareholders, forming part of Resolution No. 2; and Explanatory Statement under Section 102 of the Companies Act, 2013

Nature of Information (as required under Schedule III):

Revision arising from correction in calculation of minimum issue price under Chapter V of SEBI ICDR Regulations and consequential revision in number of equity shares.

Key Revised Details:

- (a) Price per equity shares revised from Rs.10/- to Rs.10.07/-
- (b) Total number of equity shares revised from 4,67,70,300 to 4,64,45,183
- (c) Aggregate consideration revised from Rs.46,77,03,000/- to Rs.46,77,02,993/-
- (d) Consequential changes made in: Allottee-wise share details, Explanatory Statement, Shareholding pattern, Post-issue shareholding

Impact:

There is no material change in the structure, object, or overall size of the preferential issue, except for the above-mentioned corrections. Only the issue price and corresponding number of equity shares as well as minor change in corresponding total consideration of shares, stand revised consequent to correction in issue price under applicable provisions of Chapter V of SEBI ICDR Regulations and consequential revision in the number of equity shares. All other terms and conditions approved by the shareholders remain unchanged.

Further, there is no material change in control or management of the Company pursuant to the aforesaid corrections.

Please find enclosed **Annexure A** detailing the line-by-line corrections made in the EGM Notice.

The Board of Directors of the Company, at its meeting held on 4th July, 2026 approved the Statement of material change in Notice of EGM dated April 24, 2026 in respect of EGM held on May 18, 2026.

The revised EGM Notice along with statement of material change in EGM Notice, has been uploaded on the website of the Company and submitted to BSE Limited.

This Statement of material change in the Notice of EGM, does not alter the substance of the transaction or the commercial arrangement approved by the shareholders. The revision is purely consequential to the correction of the minimum issue price determined under Chapter V of the SEBI (ICDR) Regulations, 2018 and forms the integral part of notice of EGM dated April 24, 2026 in respect of EGM held on May 18, 2026.

Kindly take the same on record.



CIN: U74999MH2014PLC260236
Website - <https://wherrelz.in/>

Wherrelz IT Solutions Limited,
Plot No. 15, Road 10, Sec -1 New Panvel East
Navi Mumbai, Raigarh 410206
📞 +91. 9811221082
✉️ corporate@wherrelzit.com

Thanking You,

Yours faithfully,
For Wherrelz It Solutions Limited

Pankaj Narendra Saxena
Managing Director
DIN: 10289985

Encl.: As Above

Annexure A -

Disclosure under Regulation 30 of SEBI (LODR) Regulations, 2015 - Statement of material change in Notice dated April 24, 2026 in respect of EGM held on May 18, 2026

The following corrections have been made in the Notice of Extra Ordinary General Meeting:

Printed Page no. of EGM Notice	Para No.	Line no.	Old text	New (revised) Text
3	1 (Heading)	1 (Heading)	Issuance of Up To 4,67,70,300 Equity Shares on Preferential Basis upon Conversion of Outstanding Unsecured Loan, to the Persons Belonging to 'Non-Promoter Category':	Issuance of Up To 4,64,45,183 Equity Shares on Preferential Basis upon Conversion of Outstanding Unsecured Loan, to the Persons Belonging to 'Non-Promoter Category':
4	1	1 to 5	up to 4,67,70,300 (Four Crore Sixty Seven Lakh Seventy Thousand Three Hundred) Equity Shares of face value of Rs.10/- each fully paid up, to persons belonging to Non-Promoter Group, towards conversion of outstanding unsecured loan into equity shares to the extent of Rs.46,77,03,000 (Rupees Forty-Six Crore Seventy-Seven Lakhs Three Thousand Only), at an issue price of Rs.10/- (Rupees Ten Only) per Equity Share	up to 4,64,45,183 (Four Crore Sixty Four Lakh Forty Five Thousand One Hundred Eighty Three) Equity Shares of face value of Rs.10/- each fully paid up, to persons belonging to Non-Promoter Group, towards conversion of outstanding unsecured loan into equity shares to the extent of Rs.46,77,02,993/- (Rupees Forty-Six Crore Seventy-Seven Lakhs Two Thousand Nine Hundred Ninety Three Only), at an issue price of Rs.10.07/- (Ten Rupees Seven Paise Only) per Equity Share
4	Table	Table	As per Exhibit-1	As per Exhibit-2
17	1	2-9	up to 4,67,70,300 (Four Crore Sixty Seven Lakh Seventy Thousand Three Hundred) Equity shares of face value of Rs.10/-	up to 4,64,45,183 (Four Crore Sixty Four Lakh Forty Five Thousand One Hundred Eighty Three) Equity shares of face value

Printed Page no. of EGM Notice	Para No.	Line no.	Old text	New (revised) Text
			(Rupees Ten Only) each towards conversion of loan to the extent of Rs.46,77,03,000/- (Rupees Forty-Six Crore Seventy-Seven Lakhs Three Thousand Only), to the persons belonging to the Non-Promoter Group of the Companies at an Issue Price of Rs.10/- (Rupees Ten Only) determined in accordance with Chapter V of SEBI (ICDR) Regulations; that are, to 7 (seven) Bodies corporates, have extended loans to the Company and the Company proposes to convert loans worth Rs.46,77,03,000/- into Equity Shares on a private placement basis.	of Rs.10/- (Rupees Ten Only) each towards conversion of loan to the extent of Rs.46,77,02,993/- (Rupees Forty-Six Crore Seventy-Seven Lakhs Two Thousand Nine Hundred Ninety Three Only), to the persons belonging to the Non-Promoter Group of the Companies at an Issue Price of Rs.10.07/- (Ten Rupees Seven Paise Only) determined in accordance with Chapter V of SEBI (ICDR) Regulations; that are, to 7 (seven) Bodies corporates, have extended loans to the Company and the Company proposes to convert loans worth Rs.46,77,02,993/- into Equity Shares on a private placement basis.
18	1	2	upto amount of INR 46,77,03,000/-,	upto amount of INR 46,77,02,993/-,
18	4	1 to 5	Up to 4,67,70,300 (Four Crore Sixty Seven Lakh Seventy Thousand Three Hundred) Equity shares of face value of Rs.10/- (Rupees Ten Only) each towards conversion of loan to the extent of Rs.46,77,03,000/- (Rupees Forty-Six Crore Seventy-Seven Lakhs Three	Up to 4,64,45,183 (Four Crore Sixty Four Lakh Forty Five Thousand One Hundred Eighty Three) Equity shares of face value of Rs.10/- (Rupees Ten Only) each towards conversion of loan to the extent of Rs.46,77,02,993/- (Rupees Forty-Six Crore Seventy-Seven Lakhs Two

Printed Page no. of EGM Notice	Para No.	Line no.	Old text	New (revised) Text
			Thousand Only), to the persons belonging to the Non-Promoter Group of the Companies at an Issue Price of Rs.10/- (Rupees Ten Only) determined in accordance with Chapter V of SEBI (ICDR) Regulations	Thousand Nine Hundred Ninety Three Only), to the persons belonging to the Non-Promoter Group of the Companies at an Issue Price of Rs.10.07/- (Ten Rupees Seven Paise Only) determined in accordance with Chapter V of SEBI (ICDR) Regulations
18	5	8,9	to the extent of Rs.46,77,03,000/- (Rupees Forty-Six Crore Seventy-Seven Lakh Three Thousand Only)	to the extent of Rs.46,77,02,993/- (Rupees Forty-Six Crore Seventy-Seven Lakhs Two Thousand Nine Hundred Ninety Three Only)
19	Table	Table	As per Exhibit-3	As per Exhibit-4
20	Table	Table	As per Exhibit-5	As per Exhibit-6
22	Table	Table	As per Exhibit-7	As per Exhibit-8
24	2	1-5	Valuation report dated 17th April, 2026 issued by Abhinav Rajvanshi, Chartered Accountant, Registered Valuer (IBBI Registration No. IBBI/RV/06/2019/11765) for the purpose of undertaking fair valuation of the equity shares of the Company for issuance of equity shares through preferential allotment other than cash consideration arrived at Rs.10/- (Rupees Ten Only) per equity shares.	Valuation report dated 17th April, 2026 issued by Abhinav Rajvanshi, Chartered Accountant, Registered Valuer (IBBI Registration No. IBBI/RV/06/2019/11765) for the purpose of undertaking fair valuation of the equity shares of the Company for issuance of equity shares through preferential allotment other than cash consideration arrived at Rs.10.07/- (Rupees Ten and Seven Paise Only) per equity shares.




CIN: U74999MH2014PLC260236

Website - <https://wherrelz.in/>

Wherrelz IT Solutions Limited,

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Exhibit-1

Sr. No .	Name of Proposed allottees	PAN	Address	Category	No. of Equity Shares to be allotted	**Total Amount (In Rs.)
1	Balaji Forex India Private Limited	AACCB9898C	Innov8 UCP, 9 th Floor, Tower D, Unitech Cyber Park, Sector 39, Gurgaon, Sadar Bazar, Haryana-122001	Non-Promoter, Body Corporate	59,24,200	5,92,42,000/-
2	Blackberry Sarees Private Limited	AABCU0803F	3 rd Floor, A321, Master Mind 4, Royal Palms, Aareymilk Colony, Mumbai, Goregaon East, Maharashtra-400065	Non-Promoter, Body Corporate	39,24,200	3,92,42,000/-
3	Comely Electrical Private Limited	AAHCP0529K	Stirring Minds, Room 112, 2-A/3, S/F Front Side, Kundan Mansion, Asaf Ali Road, Turkman Gate,	Non-Promoter, Body Corporate	64,84,200	6,48,42,000/-

			Ajmeri Gate Extn., Central Delhi, New Delhi-110002			
4	Matrix Life Care Private Limited	AAF5612E	Innov8 Okhla, 3 rd Floor, 211 Okhla Indl. Estate Phase -Ii, Okhla Industrial Estate, South Delhi, New Delhi-110020	Non-Promoter, Body Corporate	73,24,200	7,32,42,000/-
5	Morning Vinimay Private Limited	AAECM2977R	135, Princep Street, Princep Street, Kolkata, Kolkata, West Bengal-700072	Non-Promoter, Body Corporate	82,24,200	8,22,42,000/-
6	Tripurari Dealtrade Private Limited	AADCT8757F	32, Chowringhee Road, Om Tower, 7 th Floor, Unit No - 706, Suit No - 4F, Park Street, Russel Street,	Non-Promoter, Body Corporate	54,24,200	5,42,42,000/-

			Kolkata, Kolkata, West Bengal- 700071			
7	Integrated Proteins Limited	AAACI7932G	Office No. 218, Manek Centre, Pandit Nehru Marg, Patel Colony, Jamnagar, Gujarat-361008	Non-Promoter, Body Corporate	94,65,100	9,46,51,000/-
Total					4,67,70,300	46,77,03,000/-

Exhibit-2

Sr. No.	Name of Proposed allottees	PAN	Address	Category	No. of Equity Shares to be allotted	**Total Amount (In Rs.)
1	Balaji Forex India Private Limited	AACCB9898C	Innov8 UCP, 9 th Floor, Tower D, Unitech Cyber Park, Sector 39, Gurgaon, Sadar Bazar, Haryana-122001	Non-Promoter, Body Corporate	58,83,018	5,92,41,991/-
2	Blackberry Sarees Private Limited	AABCU0803F	3 rd Floor, A321, Master	Non-Promoter, Body Corporate	38,96,922	3,92,42,005/-

			Mind 4, Royal Palms, Aareymilk Colony, Mumbai, Goregaon East, Maharashtr a-400065			
3	Comely Electrical Private Limited	AAHCP0529K	Stirring Minds, Room 112, 2-A/3, S/F Front Side, Kundan Mansion, Asaf Ali Road, Turkman Gate, Ajmeri Gate Extn., Central Delhi, New Delhi- 110002	Non- Promoter, Body Corporate	64,39,126	6,48,41,999/-
4	Matrix Life Care Private Limited	AAFCEM5612E	Innov8 Okhla, 3 rd Floor, 211 Okhla Indl. Estate Phase -Iii, Okhla Industrial Estate, South Delhi, New Delhi- 110020	Non- Promoter, Body Corporate	72,73,287	7,32,42,000/-
5	Morning Vinimay	AAECM2977R	135, Princep	Non- Promoter,	81,67,031	8,22,42,002/-

	Private Limited		Street, Princep Street, Kolkata, Kolkata, West Bengal-700072	Body Corporate		
6	Tripurari Dealtrade Private Limited	AADCT8757F	32, Chowringhee Road, Om Tower, 7 th Floor, Unit No - 706, Suit No - 4F, Park Street, Russel Street, Kolkata, Kolkata, West Bengal-700071	Non-Promoter, Body Corporate	53,86,494	5,42,41,995/-
7	Integrated Proteins Limited	AAACI7932G	Office No. 218, Manek Centre, Pandit Nehru Marg, Patel Colony, Jamnagar, Gujarat-361008	Non-Promoter, Body Corporate	93,99,305	9,46,51,001/-
Total					4,64,45,183	46,77,02,993/-

S.N.	Particulars	Total amount utilized	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	To acquire land and logistic park development under MOU by way of capital contribution	23,43,89,300	Upto March, 2025
2	To invest in fertilizer business by way of strategic investment in capital	18,94,40,000	Upto March, 2025
3	To meet Working Capital requirement of the company	4,38,73,700	Upto March, 2025
Total		46,77,03,000	

Exhibit-4

S.N.	Particulars	Total amount utilized	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	To acquire land and logistic park development under MOU by way of capital contribution	23,43,89,300	Upto March, 2025
2	To invest in fertilizer business by way of strategic investment in capital	18,94,39,993	Upto March, 2025
3	To meet Working Capital requirement of the company	4,38,73,700	Upto March, 2025
Total		46,77,02,993	

Exhibit-5

Sr. No.	Category of shareholders	Pre- Issue Shareholding		Post-Issue Shareholding	
		No. of Shares	% of Total shareholding	No. of Shares	% of Total shareholding
A	Promoter and Promoter Group				
1.	Indian	--	--	--	--
a.	Individuals/Hindu undivided Family	80,000	20.53	80,000	0.17
	Sub-Total (A)(1)	80,000	20.53	80,000	0.17
2	Foreign Promoters			--	--
	Sub-Total (A)(2)			--	--
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	80,000	20.53	80,000	0.17
B	Non-Promoters Holding-				
1.	Institutions (Domestic)	--	--	--	--
	Sub-Total (B)(1)	--	--	--	--
2.	Institutions (Foreign)	--	--	--	--
	Sub-Total (B)(2)	--	--	--	--
3.	Central Government / State Government(s)	--	--	--	--
	Sub-Total (B)(3)	--	--	--	--
4.	Non-Institution				
a.	Investor Education and Protection Fund (IEPF)	--	--	--	--
a.	Directors and their relatives	--	--	--	--
b.	Key Managerial Personnel	--	--	--	--
c.	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	--	--	--	--
c.	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	1,12,800	28.95	1,12,800	0.24

d.	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	1,36,600	35.06	1,36,600	0.29
e.	Non-Resident Indians (NRIs)	800	0.21	800	0.00
f.	Bodies Corporate	53,800	13.81	4,68,24,100	99.29
g.	Any Other	5,600	1.44	5,600	0.01
	Sub-Total (B)(4)	3,09,600	79.47	4,70,79,900	99.83
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)+ (B)(4)	3,09,600	79.47	4,70,79,900	99.83
	Total (A+B)	3,89,600	100.00	4,71,59,900	100.00

Exhibit-6

Sr. No.	Category of shareholders	Pre- Issue Shareholding		Post-Issue Shareholding	
		No. of Shares	% of Total shareholding	No. of Shares	% of Total shareholding
A	Promoter and Promoter Group				
1.	Indian	--	--	--	--
a.	Individuals/Hindu undivided Family	80,000	20.53	80,000	0.17
	Sub-Total (A)(1)	80,000	20.53	80,000	0.17
2	Foreign Promoters			--	--
	Sub-Total (A)(2)			--	--
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	80,000	20.53	80,000	0.17
B	Non-Promoters Holding-				
1.	Institutions (Domestic)	--	--	--	--
	Sub-Total (B)(1)	--	--	--	--
2.	Institutions (Foreign)	--	--	--	--
	Sub-Total (B)(2)	--	--	--	--
3.	Central Government / State Government(s)	--	--	--	--

	Sub-Total (B)(3)	--	--	--	--
4.	Non-Institution				
a.	Investor Education and Protection Fund (IEPF)	--	--	--	--
a.	Directors and their relatives	--	--	--	--
b.	Key Managerial Personnel	--	--	--	--
c.	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	--	--	--	--
c.	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	1,12,800	28.95	1,12,800	0.24
d.	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	1,36,600	35.06	1,36,600	0.29
e.	Non-Resident Indians (NRIs)	800	0.21	800	0.00
f.	Bodies Corporate	53,800	13.81	4,64,98,983	99.28
g.	Any Other	5,600	1.44	5,600	0.01
	Sub-Total (B)(4)	3,09,600	79.47	4,67,54,783	99.83
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)+ (B)(4)	3,09,600	79.47	4,67,54,783	99.83
	Total (A+B)	3,89,600	100.00	4,68,34,783	100.00

Exhibit-7

Sr. No	Name of the Proposed Allottees	PAN	Address	Category	Pre-Preferential Allotment		Number of Equity Shares proposed to be issued	Post-Preferential Allotment	
					No. of Shares	% of voting		No. of Shares	% of voting

						rights			rights
1	Balaji Forex India Private Limited	AACCB9898C	Innov8 UCP, 9 th Floor, Tower D, Unitech Cyber Park, Sector 39, Gurgaon, Sadar Bazar, Haryana-122001	Non-Promoter, Body Corporate	800	0.21	59,24,200	59,25,000	12.56
2	Blackberry Sarees Private Limited	AABCU0803F	3 rd Floor, A321, Master Mind 4, Royal Palms, Aareymilk Colony, Mumbai, Goregaon East, Maharashtra-400065	Non-Promoter, Body Corporate	800	0.21	39,24,200	39,25,000	8.32
3	Comely Electrical Private Limited	AAHCP0529K	Stirring Minds, Room 112, 2-A/3, S/F Front Side, Kundan Mansion, Asaf Ali Road, Turkman Gate, Ajmeri Gate Extn., Central	Non-Promoter, Body Corporate	15,000	3.85	64,84,200	64,99,200	13.78

			Delhi, New Delhi- 110002						
4	Matrix Life Care Private Limited	AAF56 12E	Innov8 Okhla, 3 rd Floor, 211 Okhla Indl. Estate Phase -Iii, Okhla Industrial Estate, South Delhi, New Delhi- 110020	Non- Promote r, Body Corporat e	800	0.2 1	73,24,200	73,25,000	15.5 3
5	Morning Vinimay Private Limited	AAECM29 77R	135, Princep Street, Princep Street, Kolkata, Kolkata, West Bengal- 700072	Non- Promote r, Body Corporat e	800	0.2 1	82,24,200	82,25,000	17.4 4
6	Tripurari Dealtrade Private Limited	AADCT87 57F	32, Chowringh ee Road, Om Tower, 7 th Floor, Unit No - 706, Suit No - 4F, Park Street, Russel Street, Kolkata, Kolkata, West Bengal- 700071	Non- Promote r, Body Corporat e	800	0.2 1	54,24,200	54,25,000	11.5 0

7	Integrated Proteins Limited	AAACI793 2G	Office No. 218, Manek Centre, Pandit Nehru Marg, Patel Colony, Jamnagar, Gujarat-361008	Non-Promoter, Body Corporate	800	0.21	94,65,100	94,65,900	20.07
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Exhibit-8

Sr. No.	Name of the Proposed Allottees	PAN	Address	Category	Pre-Preferential Allotment		Number of Equity Shares proposed to be issued	Post-Preferential Allotment	
					No. of Shares	% of voting rights		No. of Shares	% of voting rights
1	Balaji Forex India Private Limited	AACCB98 98C	Innov8 UCP, 9 th Floor, Tower D, Unitech Cyber Park, Sector 39, Gurgaon, Sadar Bazar, Haryana-122001	Non-Promoter, Body Corporate	800	0.21	58,83,018	58,83,818	12.56
2	Blackberry Sarees Private Limited	AABCU08 03F	3 rd Floor, A321, Master	Non-Promoter, Body Corporate	800	0.21	38,96,922	38,97,722	8.32

			Mind 4, Royal Palms, Aareymilk Colony, Mumbai, Goregaon East, Maharashtra-400065	Corporate					
3	Comely Electrical Private Limited	AAHCP05 29K	Stirring Minds, Room 112, 2-A/3, S/F Front Side, Kundan Mansion, Asaf Ali Road, Turkman Gate, Ajmeri Gate Extn., Central Delhi, New Delhi- 110002	Non- Promote r, Body Corporate	15,0 00	3.8 5	64,39,126	64,54,126	13.7 8
4	Matrix Life Care Private Limited	AAF56 12E	Innov8 Okhla, 3 rd Floor, 211 Okhla Indl. Estate Phase -Iii, Okhla Industrial Estate, South Delhi, New Delhi- 110020	Non- Promote r, Body Corporate	800	0.2 1	72,73,287	72,74,087	15.5 3

5	Morning Vinimay Private Limited	AAECM2977R	135, Princep Street, Princep Street, Kolkata, Kolkata, West Bengal-700072	Non-Promoter, Body Corporate	800	0.21	81,67,031	81,67,831	17.44
6	Tripurari Dealtrade Private Limited	AADCT8757F	32, Chowringhee Road, Om Tower, 7 th Floor, Unit No - 706, Suit No - 4F, Park Street, Russel Street, Kolkata, Kolkata, West Bengal-700071	Non-Promoter, Body Corporate	800	0.21	53,86,494	53,87,294	11.50
7	Integrated Proteins Limited	AAACI7932G	Office No. 218, Manek Centre, Pandit Nehru Marg, Patel Colony, Jamnagar, Gujarat-361008	Non-Promoter, Body Corporate	800	0.21	93,99,305	94,00,105	20.07