Foods and Beverages Limited

Ref: WFBL/BSE/AGM NOTICE FY 25-26/SEPTEMBER-2026

Date: 04-09-2026

BSE Limited
Department of Corporate Services
Ground Floor, P.J Towers,
Dalal Street, Fort,
Mumbai – 400 001

Ref: Wardwizard Foods and Beverages Limited
Scrip Code: 539132

Sub: Submission of Notice of 72nd Annual General Meeting (AGM) for the Financial Year 2025-26.

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, We enclosed herewith Notice of the 72nd Annual General Meeting of the Members of the Company schedule to be held on **Monday, 28th September, 2026 at 01.00 P.M.(IST)** through Video-Conferencing (VC)/ Other Audio Visual Means (OAVM). The said Notice forms part of the Annual Report 2025-2026.

It may be noted that same has been uploaded on the Company's website www.wardwizardfoods.com.

Kindly take the same on record.

Thanking you,

For Wardwizard Foods and Beverages Limited

BINDU PATIDAR

Digitally signed by BINDU PATIDAR
DN: c=IN, postalCode=465001, st=MADHYA PRADESH, street=POST MOHAN BADODIYASHAJAPURTEH MOHAN BADODIYA 465001, l=SHAJAPUR, o=Personal, title=7427, serialNumber=3c9d4655cd13aa42a0739ef3339cb41e444daa7c733d67677c314aa8c50c9205, pseudonym=49fa9f3f1645d1a65cb112906994f328, 2.5.4.20=e5aa0ba859c08c37f450c517734f55a355cb892f1befea8e5d0fdf8c85b10513, email=BINDUPATIDAR7974@GMAIL.COM, cn=BINDU PATIDAR
Date: 2026.09.04 17:33:14 +05'30'

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Bindu Patidar
Company Secretary & Compliance Officer

Notice

WARDWIZARD FOODS AND BEVERAGES LIMITED
CIN: L15100WB1953PLC021090
Registered Office: Old Nimta Road, Nandan Nagar, Belghoria, Kolkata-700083
Corporate Office: 418, GIDC Estate, POR, Ramangamadi, Vadodara-391243
E-mail id: compliance@wardwizardfoods.com, **Compliance No:** +91 6355426350
Website: www.wardwizardfoods.com

NOTICE IS HEREBY GIVEN THAT THE 72ND ANNUAL GENERAL MEETING ("AGM") OF WARDWIZARD FOODS AND BEVERAGES LIMITED WILL BE HELD ON MONDAY, 28TH SEPTEMBER, 2026 AT 01:00 PM (IST) THROUGH VIDEO CONFERENCING ('VC)/OTHER AUDIO-VISUAL MEANS ('OAVM') FACILITY TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

Item No. 1: Adoption of the Audited Financial Statements as at 31st March, 2026:

To receive, consider and adopt:

The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026, together with reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolution:**

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

Item No. 2: Appointment of Mr. Sanjay Mahadev Gupte (Din: 08286993) as a Director Liable to Retires By Rotation:

To appoint **Mr. Sanjay Mahadev Gupte (DIN: 08286993)**, who retires by rotation and, being eligible, offers himself for re-appointment and 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 and other applicable provisions of The Companies Act, 2013; appoint **Mr. Sanjay Mahadev Gupte (DIN: 08286993)**, who retires by rotation at this meeting and, being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Non-Executive Non-Independent Director of the Company."

Item No. 3: Approval for Appointment of Statutory Auditor To Fill the Casual Vacancy Caused By Resignation

To consider and if thought fit, to pass with or without modification(s), 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 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 pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for the appointment of **M/s. Arun Ratnawat & Associates, Chartered Accountants, (Firm Registration No. 010664C),** as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Mahesh Udhwani & Associates, Chartered Accountants (Firm Registration No. 129738W) Vadodara, who were the Statutory Auditors of the Company.

RESOLVED FURTHER THAT M/s. Arun Ratnawat & Associates, Chartered Accountants, (Firm Registration No. 010664C), shall hold office as the Statutory Auditors of the Company to fill the aforesaid casual vacancy **until the conclusion of this Annual General Meeting,** on such remuneration as may be fixed by the Board of Directors of the Company in consultation with the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution and matters incidental thereto."

Item No. 4: Appointment of Satutory Auditor of the Company and to Fix Their Remuneration

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 ("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, as amended from time to time, **M/s. Arun Ratnawat & Associates, Chartered Accountants, (Firm Registration No. 010664C)**, 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 Companies Act, 2013 be and are hereby appointed as the Statutory Auditors of the Company for their first term of five (5) consecutive years, commencing from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held in the year 2031, to conduct the statutory audit of the Company at such remuneration as may be determined by the Board of Directors of the Company in consultation with the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to determine and finalise the remuneration of the Statutory Auditors for each financial year during their tenure, including reimbursement of out-of-pocket expenses and applicable taxes, in consultation with the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby 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."

SPECIAL BUSINESS:

Item No. 5: Approval for Continuation of Mr. Sanjay Mahadev Gupte (Din: 08286993) As Non-Executive Director Upon Attaining the Age of 75 Years.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, and the applicable provisions of the Companies Act, 2013 ("Act"), and the rules made thereunder, the Articles of Association of the Company and subject to such approvals, consents and permissions as may be required, the consent of the Members of the Company be and is hereby accorded for the continuation of Mr. Sanjay Mahadev Gupte (DIN: 08286993) as a Non-Executive Director of the Company, notwithstanding that he shall attain the age of 75 years in 01 December, 2027, on the existing terms and conditions, subject to the provisions of the Act, SEBI LODR Regulations and the Articles of Association of the Company.

RESOLVED FURTHER THAT Mr. Sanjay Mahadev Gupte shall continue to be subject to retirement by rotation, wherever applicable, in accordance with the provisions of the Companies Act, 2013 the SEBI LODR Regulations and the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 6: Approval for Material Related Party Transaction(S) with Wardwizard Solutions India Private Limited:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act") and all other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI LODR Regulations")**, as amended from time to time, Regulation 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company's policy on Related Party Transactions, and the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" issued pursuant to SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, as amended from time to time and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **"Board"** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board, for entering into and/or carrying out and/or continuing with existing contract(s)/ arrangement(s)/transaction(s) or modification(s) of earlier/arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Wardwizard Solutions India Private Limited** up to a maximum aggregate value of ₹ 80,00,00,000/- (Rupees Eighty Crore only), a related party falling within the definition of **"Related Party"** under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2026-27 ("FY 26-27") whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements/transactions or as fresh and independent transaction(s) or otherwise, as mentioned hereunder**, even though all such transactions, whether individually and/or in the aggregate with other transactions with **Wardwizard Solutions India Private Limited**, may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable under any law/regulations from time to time, provided that the said Transaction(s)/Contract(s)/Arrangement(s)/ Agreement(s) shall be carried out in the **ordinary course of business and at arm's length basis.**"

"**RESOLVED FURTHER THAT** the approval of the Members be and is hereby accorded to the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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."

Item No. 7: Approval for Material Related Party Transaction(S) With I Secure Credit & Capital Services Limited:

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act") and all other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI LODR Regulations")**, as amended from time to time, Regulation 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company's policy on Related Party Transactions, and the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" issued pursuant to SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, as amended from time to time and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board, for entering into and/or carrying out and/or continuing with existing contract(s)/ arrangement(s)/transaction(s) or modification(s) of earlier/arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **I Secure Credit & Capital Services Limited** up to a maximum aggregate value of ₹ 10,00,00,000/- (Rupees Ten Crore only), a related party falling within the definition of "**Related Party**" under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2026-27 ("FY 26-27") whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements/transactions or as fresh and independent transaction(s) or otherwise, as mentioned hereunder**, even though all such transactions, whether individually and/or in the aggregate with other transactions with **I Secure Credit & Capital Services Limited,** may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable under any law/regulations from time to time, provided that the said Transaction(s)/Contract(s)/ Arrangement(s)/Agreement(s) shall be carried out in the **ordinary course of business and at arm's length basis."**

"**RESOLVED FURTHER THAT** the approval of the Members be and is hereby accorded to the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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."

Item No. 8: Approval for Material Related Party Transaction(S) with Mangalam Industrial Finance Limited:

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act") and all other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI LODR Regulations")**, as amended from time to time, Regulation 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company's policy on Related Party Transactions, and the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" issued pursuant to SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, as amended from time to time and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **"Board"** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board, for entering into and/or carrying out and/or continuing with existing contract(s)/arrangement(s)/transaction(s) or modification(s) of earlier/arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Mangalam Industrial Finance Limited** up to a maximum aggregate value of ₹ 25,00,00,000/- (Rupees Twenty Five Crore only), a related party falling within the definition of "**Related Party**" under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2026-27 ("FY 26-27") whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements/transactions or as fresh and independent transaction(s) or otherwise, as mentioned hereunder**, even though all such transactions, whether individually and/or in the aggregate with other transactions with M**angalam Industrial Finance Limited**, may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable under any law/regulations from time to time, provided that the said Transaction(s)/Contract(s)/Arrangement(s)/ Agreement(s) shall be carried out in the **ordinary course of business and at arm's length basis."**

"**RESOLVED FURTHER THAT** the approval of the Members be and is hereby accorded to the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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."

Item No. 9: Approval For Material Related Party Transaction(S) with Wardwizard Innovations & Mobility Limited:

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act") and all other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI LODR Regulations")**, as amended from time to time, Regulation 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company's policy on Related Party Transactions, and the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" issued pursuant to SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, as amended from time to time and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board, for entering into and/or carrying out and/or continuing with existing contract(s)/ arrangement(s)/transaction(s) or modification(s) of earlier/arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Wardwizard Innovations & Mobility Limited** up to a maximum aggregate value of ₹ 10,00,00,000/- (Rupees Ten Crore only), a related party falling within the definition of "**Related Party**" under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2026-27 ("FY 26-27") whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements/transactions or as fresh and independent transaction(s) or otherwise, as mentioned hereunder,** even though all such transactions, whether individually and/or in the aggregate with other transactions with **Wardwizard Innovations & Mobility Limited,** may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable under any law/regulations from time to time, provided that the said Transaction(s)/Contract(s)/Arrangement(s)/ Agreement(s) shall be carried out in the **ordinary course of business and at arm's length basis.**"

"**RESOLVED FURTHER THAT** the approval of the Members be and is hereby accorded to the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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."

Item No. 10: Approval for Material Related Party Transaction(S) with Wardwizard Medicare Private Limited:

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act") and all other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI LODR Regulations")**, as amended from time to time, Regulation 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company's policy on Related Party Transactions, and the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" issued pursuant to SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, as amended from time to time and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **"Board"** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board, for entering into and/or carrying out and/or continuing with existing contract(s)/arrangement(s)/transaction(s) or modification(s) of earlier/arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Wardwizard Medicare Private Limited** up to a maximum aggregate value of ₹ 20,00,00,000/- (Rupees Twenty Crore only), a related party falling within the definition of "Related Party" under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2026-27 ("FY 26-27") whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements/transactions or as fresh and independent transaction(s) or otherwise, as mentioned hereunder,** even though all such transactions, whether individually and/or in the aggregate with other transactions with W**ardwizard Medicare Private Limited,** may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable under any law/regulations from time to time, provided that the said Transaction(s)/Contract(s)/Arrangement(s)/ Agreement(s) shall be carried out in the **ordinary course of business and at arm's length basis."**

"**RESOLVED FURTHER THAT** the approval of the Members be and is hereby accorded to the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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."

Item No. 11: Approval for Material Related Party Transaction(S) with Wardwizard Healthcare Limited (Formerly known as Ayoki Merchantile Limited):

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act") and all other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI LODR Regulations")**, as amended from time to time, Regulation 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company's policy on Related Party Transactions, and the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" issued pursuant to SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, as amended from time to time and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **"Board"** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board, for entering into and/or carrying out and/or continuing with existing contract(s)/ arrangement(s)/transaction(s) or modification(s) of earlier/arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Wardwizard Healthcare Limited** (Formerly Known as Ayoki Merchantile Limited), up to a maximum aggregate value of ₹ 20,00,00,000/- (Rupees Twenty Crore only), a related party falling within the definition of "Related Party" under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2026-27 ("FY 26-27") whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements/transactions or as fresh and independent transaction(s) or otherwise, as mentioned hereunder,** even though all such transactions, whether individually and/ or in the aggregate with other transactions with Wardwizard Healthcare Limited (Formerly Known as Ayoki Merchantile Limited), may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable under any law/regulations from time to time, provided that the said Transaction(s)/Contract(s)/Arrangement(s)/ Agreement(s) shall be carried out in the **ordinary course of business and at arm's length basis."**

"**RESOLVED FURTHER THAT** the approval of the Members be and is hereby accorded to the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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."

Item No. 12: Approval for Material Related Party Transaction(S) with Mrs. Sheetal Mandar Bhalerao:

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act") and all other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI LODR Regulations")**, as amended from time to time, Regulation 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company's policy on Related Party Transactions, and the Industry Standards on "Minimum information to be provided to the Audit

Committee and Shareholders for approval of Related Party Transactions" issued pursuant to SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, as amended from time to time and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **"Board"** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board, for entering into and/or carrying out and/or continuing with existing contract(s)/ arrangement(s)/transaction(s) or modification(s) of earlier/arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Mrs. Sheetal Mandar Bhalerao** up to a maximum aggregate value of ₹ 10,00,00,000/- (Rupees Ten Crore only), a related party falling within the definition of "**Related Party**" under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2026-27 ("FY 26-27") whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements/transactions or as fresh and independent transaction(s) or otherwise, as mentioned hereunder,** even though all such transactions, whether individually and/or in the aggregate with other transactions with **Mrs. Sheetal Mandar Bhalerao**, may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable under any law/ regulations from time to time, provided that the said Transaction(s)/Contract(s)/Arrangement(s)/ Agreement(s) shall be carried out in the **ordinary course of business and at arm's length basis."**

"**RESOLVED FURTHER THAT** the approval of the Members be and is hereby accorded to the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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."

Item No. 13: Approval for Material Related Party Transaction(S) with Mr. Yatin Sanjay Gupte:

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act") and all other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI LODR Regulations")**, as amended from time to time, Regulation 2(1)(zc) of SEBI LODR Regulations and Indian Accounting Standard (IND AS) 24, the Company's policy on Related Party Transactions, and the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" issued pursuant to SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, as amended from time to time and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **"Board"** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board, for entering into and/or carrying out and/or continuing with existing contract(s)/ arrangement(s)/transaction(s) or modification(s) of earlier/arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Mr. Yatin Sanjay Gupte** up to a maximum aggregate value of ₹ 10,00,00,000/- (Rupees Ten Crore only), a related party falling within the definition of "**Related Party**" under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the **Financial year 2026-27 ("FY 26-27") whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements/transactions or as fresh and independent transaction(s) or otherwise, as mentioned hereunder,** even though all such transactions, whether individually and/or in the aggregate with other transactions with M**r. Yatin Sanjay Gupte**, may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable under any law/ regulations from time to time, provided that the said Transaction(s)/Contract(s)/Arrangement(s)/ Agreement(s) shall be carried out in the **ordinary course of business and at arm's length basis."**

"**RESOLVED FURTHER THAT** the approval of the Members be and is hereby accorded to the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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."

For Wardwizard Foods and Beverages Limited

SD/-
Sheetal Mandar Bhalerao
Chairman & Managing Director
DIN: 06453413

SD/-
Yatin Sanjay Gupte
Non-Executive Non-Independent Director
DIN: 07261150

Place: Vadodara
Date: 01-09-2026

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Particulars	
Name	Mr. Sanjay Mahadev Gupte
Fathers' Name	Mr. Mahadev Dwarkanath Gupte
DIN	08286993
Date of Birth/Age	1st December, 1952/74 years
Qualification	He holds a National Apprenticeship Certificate in Machinist from Mumbai G.K.W Ltd.
Expertise in specific functional areas/ Experience	With over 50 years of experience in the field of Engineering, he has worked with a variety of companies in various roles. He has held the position of General Manager Marketing with Poggen-AMP Nagar Sheth Powertronics Ltd., where he managed numerous projects and utilized his expertise to drive the success of the organization. His expertise and knowledge in the field have enabled him to provide businesses with viable solutions that have been proven to be successful.
Date of First Appointment on the Board of the Company	21st May, 2022
No. of shares held in own name or in the name of relatives	Shareholding as on this report date: No. of shares: Nil (Mr. Sanjay Mahadev Gupte) No. of shares: 6,29,52,106 (Mr. Yatin Sanjay Gupte) (Son)
Terms and conditions of his appointment	At the Board Meeting held on 21st May, 2022, he was appointed as Additional Non- Executive Non- Independent Director of the Company. At the Extra Ordinary Meeting held on 19th Augusts, 2022; he was regularized as Non-Executive Non- Independent Director liable to retire by rotation. Being eligible, he has now offered himself for re-appointment.
Details of Remuneration	NA
Directorships held in other public companies (excluding this Company, foreign companies and Section 8 companies)	1. Wardwizard Innovation & Mobility Limited
Number of Meetings of the Board attended during the year	6 Board Meetings
Memberships/ Chairmanships of committees of other public companies	**1. Wardwizard Innovations & Mobility Limited** a) Stakeholder Relationship Committee (SRC) – Member
Relationship with Other Directors, Manager and other Key Managerial Personnel	Mr. Sanjay Mahadev Gupte is the father of Mr. Yatin Gupte, Director of the Company.
Name of other listed Companies, where he is Director.	1. Wardwizard Innovations & Mobility Limited
List of Listed Companies in which Memberships/ Chairmanships of Board Committees held including this listed entity.	**1. Wardwizard Innovations & Mobility Limited** a) Stakeholder Relationship Committee – Member **2. Wardwizard Foods & Beverages Limited** a) Nomination and Remuneration Committee – Member b) Stakeholder Relationship Committee – Chairman

Notes:

1. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular No. 03/2025 dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM"/"Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the registered office of the Company.

2. A Explanatory Statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.

3. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto

4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip.

5. Notice of the AGM along with the Annual Report for financial year ("FY") 2025-26 is being sent by electronic mode to those Members whose e-mail IDs are registered with the Company or National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL"), collectively ("Depositories"). [SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024, collectively referred as "SEBI Circulars"]

   The Notice and Annual Report FY 2025-26 is available on the following websites

   (a) Company – www.wardwizardfoods.com

   (b) BSE Limited - www.bseindia.com

   (c) NSDL - www.evoting.nsdl.com

6. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

7. The Members can join the AGM through VC/ OAVM 15 minutes before the scheduled time of the commencement of the Meeting and during the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 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, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system on the date of the EGM/AGM will be provided by NSDL.

9. 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.

10. Mr. Kamal A Lalani, a Practicing Company Secretary (Membership No. 13814), has been appointed as "Scrutinizer" to scrutinize the e-voting process and voting at the AGM in a fair and transparent manner and she has communicated her willingness to be appointed.

11. In pursuance of Section 112 and Section 113 of The Companies Act, 2013; 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 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/e-voting portal i.e., www.evoting.nsdl.com.

12. 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 21st September, 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.

13. 13. 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.

14. 14. 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 registered 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.

15. Members will be able to attend AGM through VC/OAVM by logging on to the e-voting website of NSDL at 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.

16. 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 compliance@wardwizardfoods.com can send their queries in advance 7 days prior to meeting.

17. 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.

18. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are required to submit their PAN to their Depository Participants and Members holding shares in physical form shall submit their PAN to Purva Sharegistry (India) Pvt. Ltd., Mumbai (Company's Registrar & Share Transfer Agents) or to the Company Secretary at the registered office of the Company.

19. Members seeking any information or clarification with regard to the accounts are requested to write to the Company at least TEN days in advance of meeting so that the required information can be readily available in the Meeting.

20. 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 e-voting system during the meeting.

21. 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.

22. **Dematerialization of shares:**

    SEBI has mandated the Listed Companies to process service requests # for issue of securities in dematerialized form only, subject to folio being KYC compliant. Accordingly, Members are requested to submit duly filled and signed Form ISR-4.

    The Form is available on website of Company at https://www.wardwizardfoods.com/documentsforShareholders SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024]

    #Request for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

Transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company/RTA for assistance in this regard. [Regulation 40(1) of the SEBI Listing Regulations]

23. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH - 13 with Registrar. In respect of shares held in demat form, the nomination form may be filed with the respective DP. As per SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/

    CIR/2023/37 dated March 16, 2023, the common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nominations with various forms are made available at the Company's website at https://www.wardwizardfoods.com/documentsforShareholders for easy access.

24. **Members to intimate change in their details:**

    Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

    a. For shares held in electronic form: to their Depository Participants (DPs)

    b. For shares held in physical form: to the Company/RTA in prescribed Form ISR-1 and other forms. [SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023]

    The facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. [Section 72 of the Act]

    If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website https://www.wardwizardfoods.com/documentsforShareholders. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

25. **Dispute Resolution:**

    SEBI vide its Circular dated July 31, 2023 issued guidelines for members to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal.

    Members are requested to first take up their grievance, if any, with Purva Sharegistry (India) Private Limited, Registrar and Share Transfer Agent of the Company. If the grievance is not redressed satisfactorily, the member may escalate the same through: i) SCORES Portal in accordance with the SCORES guidelines, and ii) if the member is not satisfied with the outcome, dispute resolution can be initiated through the ODR Portal at https://smartodr.in/login.

26. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those members whose e-mail address is registered with the Company/Registrar and Transfer Agent/Depository Participants/Depositories, unless any member has requested for a physical copy of the same. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2025-26 is available, is being sent to those members whose e-mail address is not registered with the Company/Registrar and Transfer Agent/Depository Participants/Depositories.

    Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website www.wardwizardfoods.com, websites of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com.

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

The remote e-voting period begins on **Friday, 25th September, 2026 at 09:00 A.M. and ends on Sunday, 27th September, 2026 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the 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.**

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.

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode (Contd.)

Type of shareholders	Login Method
	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:

Login type	Helpdesk details
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'?

   d) 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'.

   e) 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 Mr. Pritam Dutta, Assistant Manager at PritamD@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 compliance@wardwizardfoods.com

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliance@wardwizardfoods.com If you are an Individual shareholder 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 AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/shareholders, who will be present in the 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 AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 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 compliance@wardwizardfoods.com. The same will be replied by the company suitably.

6. 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. When a pre-registered speaker is invited to speak at the meeting but he/she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.

8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

Members who need assistance before or during the AGM/EOGM, can contact Mr. Pritam Dutta, Assistant Manager, NSDL at evoting@nsdl.com or call 1800 1020 990/1800 22 44 30.

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

The above Explanatory Statement is in conformity with the provisions of Sections 102 and 110 of the Companies Act, 2013 ("the Act"), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time.

The following Explanatory Statement sets out all material facts relating to the business mentioned at **Item No. 5** of the accompanying Notice dated **Tuesday, 1st September, 2026,** relating to the **Continuation of the Director as Non-Executive Director upon attaining the age of 75 years.** The disclosures contained herein shall be read in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

As regards the **Material Related Party Transactions** proposed under **Item Nos. 6 to 13,** the respective Explanatory Statements contain the disclosures and information required under the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and the **Industry Standards on "Minimum information to be provided to the Audit Committee and Members for approval of Related Party Transactions" ("ISN"),** formulated by the Industry Standards Forum in consultation with the Securities and Exchange Board of India ("SEBI"), issued on 26th June, 2025 and effective from 1st September, 2025.

Item No. 5: Approval for Continuation of Mr. Sanjay Mahadev Gupte (Din: 08286993) as Non-Executive Director Upon Attaining the Age of 75 Years.

Mr. Sanjay Mahadev Gupte (DIN: 08286993) is presently serving as a **Non-Executive Director** of the Company.

Mr. Sanjay Mahadev Gupte has been associated with the Company and has been contributing his valuable knowledge, experience and guidance to the affairs of the Company. Considering his experience, expertise and contribution to the Company, the Board of Directors is of the opinion that his continued association as a Non-Executive Director would be beneficial to the Company.

Mr. Sanjay Mahadev Gupte shall attain the age of **75 years in 01 December 2027.** Pursuant to Regulation 17(1A) of the SEBI LODR Regulations, the continuation of a Non-Executive Director who has attained the age of 75 years requires approval of the shareholders by way of a Special Resolution, which may be obtained at the time of appointment or re-appointment or any time prior to the Non-Executive Director attaining the age of 75 years.

Accordingly, the approval of the Members is sought for the **continuation of Mr. Sanjay Mahadev Gupte as a Non-Executive Director of the Company notwithstanding that he will attain the age of 75 years in 01 December, 2027.**

The Board of Directors, based on the recommendation of the **Nomination and Remuneration Committee,** wherever applicable, is of the opinion that the continued association of Mr. Sanjay Mahadev Gupte as a Non-Executive Director is in the interest of the Company and recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

Mr. Sanjay Mahadev Gupte shall continue to be subject to retirement by rotation, wherever applicable, in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company.

Except Mr. Sanjay Mahadev Gupte and Mr. Yatin Sanjay Gupte, being his son and a Director of the Company, and their respective relatives, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 6: Approval for Material Related Party Transaction(S) with Wardwizard Solutions India Private Limited:

Pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act"), read with The Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules") read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and , as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Pursuant to the amended Regulation 23(1) of the SEBI Listing Regulation, read with Schedule XII, for listed a listed Company whose annual consolidated turnover is upto RS. 20,000 crore, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

Since the proposed transactions of the Company with **Wardwizard Solutions India Private Limited,** may exceed the above threshold limit during financial year 2026-27, the same requires the prior approval of the Audit Committee and the Members of the Company. The Audit Committee of the Company at its meetings held on **Tuesday, 01st September,**

2026 unanimously approved the transactions to be carried out with, inter-alia, **Wardwizard Solutions India Private Limited,** as specifically mentioned in this Notice. The Audit Committee of the Company has reviewed the certificate provided by the Whole Time Director and Chief Financial Officer of the Company confirming that the terms of transactions proposed to be entered into with the **Wardwizard Solutions India Private Limited are in the interest of the Company.**

Further, The Audit Committee, at its meeting held on **Tuesday, 01st September, 2026** on the basis of relevant details provided by the management, as required by the applicable laws and in terms of ISN, has reviewed and approved transactions up to an aggregate amount not exceeding ₹ 80 crore (Rupees Eighty Crore) for entering into and/or continuing with arrangements/contracts/agreements/transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with **Wardwizard Solutions India Private Limited** during the financial year 2026-27, subject to the prior approval of the Members.

Any subsequent 'material modification' in the proposed transactions, as defined in the Policy on Related Party Transactions of the Company will be placed before the Members for prior approval, in terms of Regulation 23(4) of the Listing Regulations.

Further, the Board of Directors based on the recommendation of the Audit Committee, at its meetings held on **Tuesday, 01st September, 2026,** recommended passing of the ordinary resolutions contained in Resolution Nos. 6 of the Notice to the Members.

Wardwizard Solutions India Private Limited is a related party of the Company in terms of Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(1)(zb) of the SEBI Listing Regulations. Accordingly, the proposed transaction qualifies as a Material Related Party Transaction, requiring Members' approval.

The proposed transaction shall be entered into in the ordinary course of business and on an arm's length basis, in accordance with applicable provisions of law.

Though all the aforesaid transactions being on an arm's length basis and in the ordinary course of business are exempt from the requirements of Section 188 of the Act, approval of the Members is also being sought in terms of Section 188 of the Act for better governance. Prior approval of the Members is being sought for entering into all the arrangements/contracts/agreements/transactions (whether individual transactions or transactions taken together or series of transactions or otherwise) with **Wardwizard Solutions India Private Limited,** whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements/contracts/agreements/transactions or as fresh and independent transaction (s) or otherwise, during the financial year 2026-27.

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and modified by SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 issued revised Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" **("RPT Industry Standards")** to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of SEBI Listing Regulations read with the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 **('SEBI Circular')**. The Standards inter alia requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval.

The details as per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and RPT Industry Standards, as applicable, to the Material RPTs as mentioned in this Notice are given herein below.

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in **Annexure I** to this Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	Refer the details of transactions in **Annexure I** of this notice.
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/Whole Time Director/Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.

Minimum Information to be provided to the members for approval of Material RPTs: (Contd.)

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The Audit Committee, at its meeting held on Tuesday, 01st September, 2026 reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and granted approval for the material RPTs to be entered into, as mentioned in item no. 6 and recommended the same to the Board. The Board of Directors, at its meeting held on Tuesday, 01st September, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision-making.	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant.	None

None of the Directors or Key Managerial Personnel/ Promoter except Mr. Yatin Sanjay Gupte, Promoter and Non-Executive Non-Independent Director; Mr. Sanjay Mahadev Gupte, Non-Executive Non-Independent Director of the Company are deemed to be concerned or interested in Item no. 6 of this Notice to the extent of their shareholding in the Company, if any.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 6 of the Notice.

Item No. 7: Approval for Material Related Party Transaction(S) with I Secure Credit & Capital Services Limited:

Pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act"), read with The Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules") read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and , as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Pursuant to the amended Regulation 23(1) of the SEBI Listing Regulation, read with Schedule XII, for listed a listed Company whose annual consolidated turnover is upto RS. 20,000 crore, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

Since the proposed transactions of the Company with **I Secure Credit & Capital Services Limited,** may exceed the above threshold limit during financial year 2026-27, the same requires the prior approval of the Audit Committee and the Members of the Company. The Audit Committee of the Company at its meetings held on **Tuesday, 01st September,**

2026 unanimously approved the transactions to be carried out with, inter-alia, **I Secure Credit & Capital Services Limited,** as specifically mentioned in this Notice. The Audit Committee of the Company has reviewed the certificate provided by the Whole Time Director and Chief Financial Officer of the Company confirming that the terms of transactions proposed to be entered into with the **I Secure Credit & Capital Services Limited** are in the interest of the Company.

Further, The Audit Committee, at its meeting held on **Tuesday, 01st September, 2026,** on the basis of relevant details provided by the management, as required by the applicable laws and in terms of ISN, has reviewed and approved transactions up to an aggregate amount not exceeding ₹ 10 crore (Rupees Ten Crore) for entering into and/or continuing with arrangements/contracts/agreements/transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with **I Secure Credit & Capital Services Limited** during the financial year 2026-27, subject to the prior approval of the Members.

Any subsequent 'material modification' in the proposed transactions, as defined in the Policy on Related Party Transactions of the Company will be placed before the Members for prior approval, in terms of Regulation 23(4) of the Listing Regulations.

Further, the Board of Directors based on the recommendation of the Audit Committee, at its meetings held on **Tuesday, 01st September, 2026,** recommended passing of the ordinary resolutions contained in Resolution Nos. 7 of the Notice to the Members.

I Secure Credit & Capital Services Limited is a related party of the Company in terms of Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(1) (zb) of the SEBI Listing Regulations. Accordingly, the proposed transaction qualifies as a Material Related Party Transaction, requiring Members' approval.

The proposed transaction shall be entered into in the ordinary course of business and on an arm's length basis, in accordance with applicable provisions of law.

Though all the aforesaid transactions being on an arm's length basis and in the ordinary course of business are exempt from the requirements of Section 188 of the Act, approval of the Members is also being sought in terms of Section 188 of the Act for better governance. Prior approval of the Members is being sought for entering into all the arrangements/contracts/agreements/transactions (whether individual transactions or transactions taken together or series of transactions or otherwise) with **I Secure Credit & Capital Services Limited,** whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements/ contracts/agreements/transactions or as fresh and independent transaction (s) or otherwise, during the financial year 2026-27.

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and modified by SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 issued revised Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" (**"RPT Industry Standards"**) to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of SEBI Listing Regulations read with the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 (**'SEBI Circular'**). The Standards inter alia requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval.

The details as per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and RPT Industry Standards, as applicable, to the Material RPTs as mentioned in this Notice are given herein below.

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in **Annexure II** to this Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	Refer the details of transactions in **Annexure II** of this notice.
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.

Minimum Information to be provided to the members for approval of Material RPTs: (Contd.)

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The Audit Committee, at its meeting held on Tuesday, 01st September, 2026 reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and granted approval for the material RPTs to be entered into, as mentioned in item no. 7 and recommended the same to the Board. The Board of Directors, at its meeting held on Tuesday, 01st September, 2026 considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant.	None

None of the Directors or Key Managerial Personnel/ Promoter except Mr. Yatin Sanjay Gupte, Promoter and Non-Executive Non-Independent Director of the Company is deemed to be concerned or interested in Item no. 7 of this Notice to the extent of their shareholding in the Company, if any.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 7 of the Notice.

Item No. 8: Approval for Material Related Party Transaction(S) with Mangalam Industrial Finance Limited:

Pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act"), read with The Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules") read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and , as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Pursuant to the amended Regulation 23(1) of the SEBI Listing Regulation, read with Schedule XII, for listed a listed Company whose annual consolidated turnover is upto RS. 20,000 crore, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

Since the proposed transactions of the Company with **Mangalam Industrial Finance Limited,** may exceed the above threshold limit during financial year 2026-27, the same requires the prior approval of the Audit Committee and the Members of the Company. The Audit Committee of the Company at its meetings held on **Tuesday, 01st September, 2026** unanimously approved the transactions to be carried out with, inter-alia, M**angalam Industrial Finance Limited,** as specifically mentioned in this

Notice. The Audit Committee of the Company has reviewed the certificate provided by the Whole Time Director and Chief Financial Officer of the Company confirming that the terms of transactions proposed to be entered into with the **Mangalam Industrial Finance Limited** are in the interest of the Company.

Further, The Audit Committee, at its meeting held on **Tuesday, 01st September, 2026,** on the basis of relevant details provided by the management, as required by the applicable laws and in terms of ISN, has reviewed and approved transactions up to an aggregate amount not exceeding ₹ 25 crore (Rupees Twenty Five Crore) for entering into and/or continuing with arrangements/contracts/agreements/transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with **Mangalam Industrial Finance Limited** during the financial year 2026-27, subject to the prior approval of the Members.

Any subsequent 'material modification' in the proposed transactions, as defined in the Policy on Related Party Transactions of the Company will be placed before the Members for prior approval, in terms of Regulation 23(4) of the Listing Regulations.

Further, the Board of Directors based on the recommendation of the Audit Committee, at its meetings held on **Tuesday, 01st September, 2026** recommended passing of the ordinary resolutions contained in Resolution Nos. 8 of the Notice to the Members.

Mangalam Industrial Finance Limited is a related party of the Company in terms of Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(1) (zb) of the SEBI Listing Regulations. Accordingly, the proposed transaction qualifies as a Material Related Party Transaction, requiring Members' approval.

The proposed transaction shall be entered into in the ordinary course of business and on an arm's length basis, in accordance with applicable provisions of law.

Though all the aforesaid transactions being on an arm's length basis and in the ordinary course of business are exempt from the requirements of Section 188 of the Act, approval of the Members is also being sought in terms of Section 188 of the Act for better governance. Prior approval of the Members is being sought for entering into all the arrangements/contracts/agreements/transactions (whether individual transactions or transactions taken together or series of transactions or otherwise) with **Mangalam Industrial Finance Limited,** whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements/ contracts/agreements/transactions or as fresh and independent transaction (s) or otherwise, during the financial year 2026-27.

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and modified by SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 issued revised Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" (**"RPT Industry Standards"**) to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of SEBI Listing Regulations read with the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 (**'SEBI Circular'**). The Standards inter alia requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval.

The details as per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and RPT Industry Standards, as applicable, to the Material RPTs as mentioned in this Notice are given herein below.

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in **Annexure III** to this Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	Refer the details of transactions in **Annexure III** of this notice.
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.

Minimum Information to be provided to the members for approval of Material RPTs: (Contd.)

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The Audit Committee, at its meeting held on Tuesday, 01st September, 2026 reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and granted approval for the material RPTs to be entered into, as mentioned in item no. 8 and recommended the same to the Board. The Board of Directors, at its meeting held on Tuesday, 01st September, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant.	None

None of the Directors or Key Managerial Personnel/ Promoter except Mr. Yatin Sanjay Gupte, Promoter and Non-Executive Non-Independent Director of the Company is deemed to be concerned or interested in Item no. 8 of this Notice to the extent of their shareholding in the Company, if any.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 8 of the Notice.

Item No. 9: Approval for Material Related Party Transaction(S) with Wardwizard Innovations & Mobility Limited:

Pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act"), read with The Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules") read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and , as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Pursuant to the amended Regulation 23(1) of the SEBI Listing Regulation, read with Schedule XII, for listed a listed Company whose annual consolidated turnover is upto RS. 20,000 crore, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

Since the proposed transactions of the Company with **Wardwizard Innovations & Mobility Limited,** may exceed the above threshold limit during financial year 2026-27, the same requires the prior approval of the Audit Committee and the Members of the Company. The Audit Committee of the Company at its meetings held on **Tuesday, 01st September, 2026** unanimously approved the transactions to be carried out with, inter-alia, **Wardwizard Innovations & Mobility Limited,** as specifically mentioned in this Notice. The Audit Committee of the Company has reviewed the certificate provided by the Whole Time Director and Chief Financial Officer of the Company confirming that the terms of transactions proposed to be entered into with the **Wardwizard Innovations & Mobility Limited** are in the interest of the Company.

Further, The Audit Committee, at its meeting held on **Tuesday, 01st September, 2026,** on the basis of relevant details provided by the management, as required by the applicable laws and in terms of ISN, has reviewed and approved transactions up to an aggregate amount not exceeding ₹ 10 crore (Rupees Ten Crore) for entering into and/or continuing with arrangements/contracts/agreements/transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with **Wardwizard Innovations & Mobility Limited** during the financial year 2026-27, subject to the prior approval of the Members.

Any subsequent 'material modification' in the proposed transactions, as defined in the Policy on Related Party Transactions of the Company will be placed before the Members for prior approval, in terms of Regulation 23(4) of the Listing Regulations.

Further, the Board of Directors based on the recommendation of the Audit Committee, at its meetings held on **Tuesday, 01st September, 2026,** recommended passing of the ordinary resolutions contained in Resolution Nos. 9 of the Notice to the Members.

Wardwizard Innovations & Mobility Limited is a related party of the Company in terms of Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(1)(zb) of the SEBI Listing Regulations. Accordingly, the proposed transaction qualifies as a Material Related Party Transaction, requiring Members' approval.

The proposed transaction shall be entered into in the ordinary course of business and on an arm's length basis, in accordance with applicable provisions of law.

Though all the aforesaid transactions being on an arm's length basis and in the ordinary course of business are exempt from the requirements of Section 188 of the Act, approval of the Members is also being sought in terms of Section 188 of the Act for better governance. Prior approval of the Members is being sought for entering into all the arrangements/contracts/agreements/transactions (whether individual transactions or transactions taken together or series of transactions or otherwise) with **Wardwizard Innovations & Mobility Limited,** whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements/ contracts/agreements/transactions or as fresh and independent transaction (s) or otherwise, during the financial year 2026-27.

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and modified by SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 issued revised Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" (**"RPT Industry Standards"**) to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of SEBI Listing Regulations read with the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 (**'SEBI Circular'**). The Standards inter alia requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval.

The details as per SEBI Master Circular No. SEBI/HO/ CFD/PoD2/CIR/P/0155 dated 11th November, 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and RPT Industry Standards, as applicable, to the Material RPTs as mentioned in this Notice are given herein below

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in **Annexure IV** to this Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	Refer the details of transactions in **Annexure IV** of this notice.
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.

Minimum Information to be provided to the members for approval of Material RPTs: (Contd.)

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The Audit Committee, at its meeting held on Tuesday, 01st September, 2026, reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and granted approval for the material RPTs to be entered into, as mentioned in item no. 9 and recommended the same to the Board. The Board of Directors, at its meeting held on Tuesday, 01st September, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision-making.	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant.	None

None of the Directors or Key Managerial Personnel/ Promoter except Mrs. Sheetal Mandar Bhalerao Promoter, Chairman and Managing Director; Mr. Sanjay Gupte, Non-Executive Non-Independent Director; Mr. Yatin Sanjay Gupte, Promoter and Non-Executive Non-Independent Director of the Company are deemed to be concerned or interested in Item no. 9 of this Notice to the extent of their shareholding in the Company, if any.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 9 of the Notice.

Item No. 10: Approval for Material Related Party Transaction(S) with Wardwizard Medicare Private Limited:

Pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act"), read with The Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules") read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and , as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Pursuant to the amended Regulation 23(1) of the SEBI Listing Regulation, read with Schedule XII, for listed a listed Company whose annual consolidated turnover is upto RS. 20,000 crore, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

Since the proposed transactions of the Company with **Wardwizard Medicare Private Limited,** may exceed the above threshold limit during financial year 2026-27, the same requires the prior approval of the Audit Committee and the Members of the Company. The Audit Committee of the Company at its meetings held on **Tuesday, 01st September, 2026** unanimously approved the transactions to be carried out with, inter-alia, W**ardwizard Medicare Private Limited,** as specifically mentioned in this Notice. The Audit Committee of the Company has reviewed the certificate provided by the Whole Time Director and Chief Financial Officer of the Company confirming that the terms of transactions proposed to be entered into with the **Wardwizard Medicare Private Limited,** are in the interest of the Company.

Further, The Audit Committee, at its meeting held on **Tuesday, 01st September, 2026** on the basis of relevant details provided by the management, as required by the applicable laws and in terms of ISN, has reviewed and approved transactions up to an aggregate amount not exceeding ₹ 20 crore (Rupees Twenty Crore) for entering into and/or continuing with arrangements/contracts/agreements/transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with **Wardwizard Medicare Private Limited** during the financial year 2026-27, subject to the prior approval of the Members.

Any subsequent 'material modification' in the proposed transactions, as defined in the Policy on Related Party Transactions of the Company will be placed before the Members for prior approval, in terms of Regulation 23(4) of the Listing Regulations.

Further, the Board of Directors based on the recommendation of the Audit Committee, at its meetings held on **Tuesday, 01st September, 2026,** recommended passing of the ordinary resolutions contained in Resolution Nos. 10 of the Notice to the Members.

Wardwizard Medicare Private Limited is a related party of the Company in terms of Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(1)(zb) of the SEBI Listing Regulations. Accordingly, the proposed transaction qualifies as a Material Related Party Transaction, requiring Members' approval.

The proposed transaction shall be entered into in the ordinary course of business and on an arm's length basis, in accordance with applicable provisions of law.

Though all the aforesaid transactions being on an arm's length basis and in the ordinary course of business are exempt from the requirements of Section 188 of the Act, approval of the Members is also being sought in terms of Section 188 of the Act for better governance. Prior approval of the Members is being sought for entering into all the arrangements/contracts/agreements/transactions (whether individual transactions or transactions taken together or series of transactions or otherwise) with **Wardwizard Medicare Private Limited,** whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements/contracts/agreements/transactions or as fresh and independent transaction (s) or otherwise, during the financial year 2026-27.

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and modified by SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 issued revised Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" (**"RPT Industry Standards"**) to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of SEBI Listing Regulations read with the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 (**'SEBI Circular'**). The Standards inter alia requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval.

The details as per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and RPT Industry Standards, as applicable, to the Material RPTs as mentioned in this Notice are given herein below.

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in **Annexure V** to this Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	Refer the details of transactions in **Annexure V** of this notice.
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.

Minimum Information to be provided to the members for approval of Material RPTs: (Contd.)

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The Audit Committee, at its meeting held on Tuesday, 01st September, 2026 reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and granted approval for the material RPTs to be entered into, as mentioned in item no. 10 and recommended the same to the Board. The Board of Directors, at its meeting held on Tuesday, 01st September, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant.	None

None of the Directors or Key Managerial Personnel/ Promoter except Mr. Yatin Sanjay Gupte, Promoter and Non-Executive Non-Independent Director of the Company is deemed to be concerned or interested in Item no. 10 of this Notice to the extent of their shareholding in the Company, if any.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 10 of the Notice.

Item No. 11: Approval for Material Related Party Transaction(S) with Wardwizard Healthcare Limited:

Pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act"), read with The Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules") read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and , as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Pursuant to the amended Regulation 23(1) of the SEBI Listing Regulation, read with Schedule XII, for listed a listed Company whose annual consolidated turnover is upto RS. 20,000 crore, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

Since the proposed transactions of the Company with **Wardwizard Healthcare Limited,** may exceed the above threshold limit during financial year 2026-27, the same requires the prior approval of the Audit Committee and the Members of the Company. The Audit Committee of the Company at its meetings held on **Tuesday, 01st September, 2026** unanimously approved the transactions to be carried out with, inter-alia, **Wardwizard Healthcare Limited,** as specifically mentioned in this Notice. The Audit Committee of the Company has reviewed the certificate provided by the Whole Time Director and Chief Financial Officer of the Company confirming that the terms of transactions proposed to be entered into with the **Wardwizard Healthcare Limited** are in the interest of the Company.

Further, The Audit Committee, at its meeting held on **Tuesday, 01st September, 2026,** on the basis of relevant details provided by the management, as required by the applicable laws and in terms of ISN, has reviewed and approved transactions up to an aggregate amount not exceeding ₹ 20 crore (Rupees Twenty Crore) for entering into and/or continuing with arrangements/contracts/agreements/transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with **Wardwizard Healthcare Limited** during the financial year 2026-27, subject to the prior approval of the Members.

Any subsequent 'material modification' in the proposed transactions, as defined in the Policy on Related Party Transactions of the Company will be placed before the Members for prior approval, in terms of Regulation 23(4) of the Listing Regulations.

Further, the Board of Directors based on the recommendation of the Audit Committee, at its meetings held on **Tuesday, 01st September, 2026,** recommended passing of the ordinary resolutions contained in Resolution Nos. 11 of the Notice to the Members.

Wardwizard Healthcare Limited is a related party of the Company in terms of Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(1)(zb) of the SEBI Listing Regulations. Accordingly, the proposed transaction qualifies as a Material Related Party Transaction, requiring Members' approval.

The proposed transaction shall be entered into in the ordinary course of business and on an arm's length basis, in accordance with applicable provisions of law.

Though all the aforesaid transactions being on an arm's length basis and in the ordinary course of business are exempt from the requirements of Section 188 of the Act, approval of the Members is also being sought in terms of Section 188 of the Act for better governance. Prior approval of the Members is being sought for entering into all the arrangements/contracts/agreements/transactions (whether individual transactions or transactions taken together or series of transactions or otherwise) with **Wardwizard Healthcare Limited,** whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements/contracts/agreements/transactions or as fresh and independent transaction(s) or otherwise, during the financial year 2026-27.

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and modified by SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 issued revised Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" (**"RPT Industry Standards"**) to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of SEBI Listing Regulations read with the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 (**'SEBI Circular'**). The Standards inter alia requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval.

The details as per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and RPT Industry Standards, as applicable, to the Material RPTs as mentioned in this Notice are given herein below.

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in **Annexure VI** to this Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	Refer the details of transactions in **Annexure VI** of this notice.
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/Whole Time Director/Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.

Minimum Information to be provided to the members for approval of Material RPTs: (Contd.)

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The Audit Committee, at its meeting held on Tuesday, 01st September, 2026 reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and granted approval for the material RPTs to be entered into, as mentioned in item no. 11 and recommended the same to the Board. The Board of Directors, at its meeting held on Tuesday, 01st September, 2026 considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant.	None

None of the Directors or Key Managerial Personnel/ Promoter except Mrs. Sheetal Mandar Bhalerao Promoter, Chairman and Managing Director; and Mr. Yatin Sanjay Gupte, Promoter and Non-Executive Non-Independent Director of the Company are deemed to be concerned or interested in Item no. 11 of this Notice to the extent of their shareholding in the Company, if any.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 11 of the Notice.

Item No: 12 - Approval for Material Related Party Transaction(S) with Mrs. Sheetal Mandar Bhalerao:

Pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act"), read with The Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules") read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and , as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Pursuant to the amended Regulation 23(1) of the SEBI Listing Regulation, read with Schedule XII, for listed a listed Company whose annual consolidated turnover is upto RS. 20,000 crore, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

Since the proposed transactions of the Company with **Mrs. Sheetal Mandar Bhalerao,** may exceed the above threshold limit during financial year 2026-27, the same requires the prior approval of the Audit Committee and the Members of the Company. The Audit Committee of the Company at its meetings held on **Tuesday, 01st September, 2026** unanimously approved the transactions to be carried out with, inter-alia, **Mrs. Sheetal Mandar Bhalerao,** as specifically mentioned in this Notice. The Audit Committee of the Company has reviewed the certificate provided by the Whole Time Director and Chief Financial Officer of the Company confirming that the terms of transactions proposed to be entered into with the **Mrs. Sheetal Mandar Bhalerao** are in the interest of the Company.

Further, The Audit Committee, at its meeting held on **Tuesday, 01st September, 2026,** on the basis of relevant details provided by the management, as required by the applicable laws and in terms of ISN, has reviewed and approved transactions up to an aggregate amount not exceeding ₹ 10 crore (Rupees Ten Crore) for entering into and/or continuing with arrangements/contracts/agreements/transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with **Mrs. Sheetal Mandar Bhalerao** during the financial year 2026-27, subject to the prior approval of the Members.

Any subsequent 'material modification' in the proposed transactions, as defined in the Policy on Related Party Transactions of the Company will be placed before the Members for prior approval, in terms of Regulation 23(4) of the Listing Regulations.

Further, the Board of Directors based on the recommendation of the Audit Committee, at its meetings held on **Tuesday, 01st September, 2026** recommended passing of the ordinary resolutions contained in Resolution Nos. 12 of the Notice to the Members.

Mrs. Sheetal Mandar Bhalerao is a related party of the Company in terms of Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(1)(zb) of the SEBI Listing Regulations. Accordingly, the proposed transaction qualifies as a Material Related Party Transaction, requiring Members' approval.

The proposed transaction shall be entered into in the ordinary course of business and on an arm's length basis, in accordance with applicable provisions of law.

Though all the aforesaid transactions being on an arm's length basis and in the ordinary course of business are exempt from the requirements of Section 188 of the Act, approval of the Members is also being sought in terms of Section 188 of the Act for better governance. Prior approval of the Members is being sought for entering into all the arrangements/contracts/agreements/transactions (whether individual transactions or transactions taken together or series of transactions or otherwise) with **Mrs. Sheetal Mandar Bhalerao,** whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements/contracts/agreements/transactions or as fresh and independent transaction (s) or otherwise, during the financial year 2026-27.

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and modified by SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 issued revised Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" (**"RPT Industry Standards"**) to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of SEBI Listing Regulations read with the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 (**'SEBI Circular'**). The Standards inter alia requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval.

The details as per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and RPT Industry Standards, as applicable, to the Material RPTs as mentioned in this Notice are given herein below.

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in **Annexure VII** to this Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	Refer the details of transactions in **Annexure VII** of this notice.
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.

Minimum Information to be provided to the members for approval of Material RPTs: (Contd.)

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The Audit Committee, at its meeting held on Tuesday, 01st September, 2026 reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and granted approval for the material RPTs to be entered into, as mentioned in item no. 12 and recommended the same to the Board. The Board of Directors, at its meeting held on Tuesday, 01st September, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant.	None

None of the Directors or Key Managerial Personnel/ Promoter except Mrs. Sheetal Mandar Bhalerao Promoter, Chairman and Managing Director; Mr. Sanjay Mahadev Gupte, Non-Executive Non-Independent Director; Mr. Yatin Sanjay Gupte, Promoter and Non-Executive Non-Independent Director of the Company are deemed to be concerned or interested in Item no. 12 of this Notice to the extent of their shareholding in the Company, if any.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 12 of the Notice.

Item No. 13: Approval for Material Related Party Transaction(S) With Mr. Yatin Sanjay Gupte:

Pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act"), read with The Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules") read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and , as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Pursuant to the amended Regulation 23(1) of the SEBI Listing Regulation, read with Schedule XII, for listed a listed Company whose annual consolidated turnover is upto RS. 20,000 crore, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

Since the proposed transactions of the Company with **Mr. Yatin Sanjay Gupte,** may exceed the above threshold limit during financial year 2026-27, the same requires the prior approval of the Audit Committee and the Members of the Company.

The Audit Committee of the Company at its meetings held on **Tuesday, 01st September, 2026** unanimously approved the transactions to be carried out with, inter-alia, **Mr. Yatin Sanjay Gupte,** as specifically mentioned in this Notice. The Audit Committee of the Company has reviewed the certificate provided by the Whole Time Director and Chief Financial Officer of the Bank confirming that the terms of transactions proposed to be entered into with the **Mr. Yatin Sanjay Gupte,** are in the interest of the Company.

Further, The Audit Committee, at its meeting held on **Tuesday, 01st September, 2026** on the basis of relevant details provided by the management, as required by the applicable laws and in terms of ISN, has reviewed and approved transactions up to an aggregate amount not exceeding ₹ 10 crore (Rupees Ten Crore) for entering into and/or continuing with arrangements/contracts/agreements/transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with **Mr. Yatin Sanjay Gupte** during the financial year 2026-27, subject to the prior approval of the Members.

Any subsequent 'material modification' in the proposed transactions, as defined in the Policy on Related Party Transactions of the Company will be placed before the Members for prior approval, in terms of Regulation 23(4) of the Listing Regulations.

Further, the Board of Directors based on the recommendation of the Audit Committee, at its meetings held on **Tuesday, 01st September, 2026,** recommended passing of the ordinary resolutions contained in Resolution Nos. 13 of the Notice to the Members.

Mr. Yatin Sanjay Gupte is a related party of the Company in terms of Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(1)(zb) of the SEBI Listing Regulations. Accordingly, the proposed transaction qualifies as a Material Related Party Transaction, requiring Members' approval.

The proposed transaction shall be entered into in the ordinary course of business and on an arm's length basis, in accordance with applicable provisions of law.

Though all the aforesaid transactions being on an arm's length basis and in the ordinary course of business are exempt from the requirements of Section 188 of the Act, approval of the Members is also being sought in terms of Section 188 of the Act for better governance. Prior approval of the Members is being sought for entering into all the arrangements/contracts/agreements/transactions (whether individual transactions or transactions taken together or series of transactions or otherwise) with **Mr. Yatin Sanjay Gupte** whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements/contracts/agreements/transactions or as fresh and independent transaction (s) or otherwise, during the financial year 2026-27.

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and modified by SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 issued revised Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" (**"RPT Industry Standards"**) to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of SEBI Listing Regulations read with the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 (**'SEBI Circular'**). The Standards inter alia requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval.

The details as per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and RPT Industry Standards, as applicable, to the Material RPTs as mentioned in this Notice are given herein below.

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in **Annexure VIII** to this Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	Refer the details of transactions in **Annexure VIII** of this notice.
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.

Minimum Information to be provided to the members for approval of Material RPTs: (Contd.)

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The Audit Committee, at its meeting held on Tuesday, 01st September, 2026 reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and granted approval for the material RPTs to be entered into, as mentioned in item no. 13 and recommended the same to the Board. The Board of Directors, at its meeting held on Tuesday, 01st September, 2026 considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant.	None

None of the Directors or Key Managerial Personnel/Promoter except Mrs. Sheetal Mandar Bhalerao Promoter, Chairman and Managing Director; Mr. Sanjay Mahadev Gupte, Non-Executive Non-Independent Director; Mr. Yatin Sanjay Gupte, Promoter and Non-Executive Non-Independent Director of the Company are deemed to be concerned or interested in Item no. 13 of this Notice to the extent of their shareholding in the Company, if any.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 13 of the Notice.

For Wardwizard Foods and Beverages Limited

SD/-
Sheetal Mandar Bhalerao
Chairman & Managing Director
DIN: 06453413

SD/-
Yatin Sanjay Gupte
Non-Executive Non-Independent Director
DIN: 07261150

Place: Vadodara
Date: 01-09-2026

Annexure I

Minimum Information for the Proposed Related Party Transaction(s)

A(1) Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Wardwizard Solutions India Pvt Ltd
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Trading of e-bikes, related spare parts, aviation & other services and trading of electronic products

A(2) Relationship and ownership of the related party

Sr. No.	Particulars of the information	Wardwizard Solutions India Pvt Ltd
1.	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	1. Mr. Yatin Sanjay Gupte & Mr. Sanjay Gupte are common Director in both the companies 2. Wardwizard Solutions India Pvt Ltd is Promoter group of WFBL
	Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	NA
	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
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	WSIPL is 14.19 % direct shareholding in the WFBL, and the Promoter (Mr. Yatin Gupte) of WFBL holds substantial Shareholding indirectly in WSIPL.

A(3) Details of previous transactions with the related party

Sr. No.	Particulars of the information	Wardwizard Solutions India Pvt Ltd
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	Transaction was done during the FY 2024-25
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought (i.e. from 01st April, 2026 to 30th June, 2026).	

Transactions during FY 2024-25 (Sr. No. 1):

Sr. No.	Nature of Transactions	FY 2024-25 (₹ in Lakhs)
1	Any other transaction-Rent Income	1.65
2	Any other transaction-Rent Expense	17.38
3	Purchase of goods or services	4.67
4	Sale of goods or services	9.36
5	Advances-Given	329.08
6	Repayment of advance given	60.00
7	Interest Income	1.22

Transactions in current financial year (Sr. No. 2):

Sr. No.	Nature of Transactions	Upto June 2026 (₹ in Lakhs)
1	Advances-Given	198.26
2	Rent exp.	0.24
3	Rent Income	0.45

A(3) Details of previous transactions with the related party (Contd.)

Sr. No.	Particulars of the information	Wardwizard Solutions India Pvt Ltd
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No

A(4) Amount of the proposed transactions

Sr. No.	Particulars of the information	Wardwizard Solutions India Pvt Ltd
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	₹ 8,000 Lacs for the Financial Year 2026-27.
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	33.34%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).	Not Applicable
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	76.92%
6	Financial performance of the related party for the immediately preceding financial year:	

Particulars	FY 2024-25 (₹ in Lakhs)
Turnover	10399.88
Profit After Tax	681.22
Net worth	19448.72

A(5) Basic details of proposed transactions to be approved

Sr. No.	Particulars of the information	Wardwizard Solutions India Pvt Ltd
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	1) Any other transaction – Income 2) Any other transaction - Expenses 3) Sale of goods/Services 4) Purchase of Goods/Services 5) Borrowing/Lending & Repayment
2	Details of each type of the proposed transaction	

Sr. No.	Particulars	₹ (in Lakhs)
1	Any other transaction of Income	500
2	Any other transaction of Expenses	500
3	Sale of goods/Services	1000
4	Purchase of Goods/Services	1000
5	Borrowing/Lending & Repayment	5000
	Total:	**8000**

A(5) Basic details of proposed transactions to be approved (Contd.)

Sr. No.	Particulars of the information	Wardwizard Solutions India Pvt Ltd
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	01.04.2026 to 31.03.2027
4	Whether omnibus approval is being sought?	YES
5	Value of the proposed transaction during a financial year.	Value of transactions for Financial Year 2026-27 is ₹ 8,000 Lakhs.
	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not applicable since these are recurring transactions and approval is being sought only for financial year 2026-2027.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity. These transactions ensure timely availability and efficient utilization of funds and are expected to generate growth and financial benefits at the group level, thereby being in the interest of the listed entity.
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	1. Mr. Yatin Sanjay Gupte – Director and Promoter 2. Shri Sanjay Gupte – Director and Promoter Group
	b. Shareholding of the director/KMP, whether direct or indirect, in the related party	1. Mr. Yatin Sanjay Gupte – 19,95,000 (99.75%) Equity Shares 2. Shri Sanjay Gupte – 5000 (0.25%) Equity shares
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	All important information forms part of the statement stating out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

PART B: ADDITIONAL INFORMATION

B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Wardwizard Solutions India Pvt Ltd
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or other process was conducted for this purpose.
2	Basis of determination of price.	The proposed transactions with the Related Party are undertaken in the ordinary course of business and are determined on an Arm's Length Basis, comparable to terms applicable to unrelated third parties in the related Industry. The pricing is based on prevailing market rates, industry benchmarks, and commercially negotiated terms, ensuring fairness and compliance with applicable regulatory provisions.

B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances (Contd.)

Sr. No.	Particulars of the information	Wardwizard Solutions India Pvt Ltd
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	NA
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA

B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Wardwizard Solutions India Pvt Ltd
1	Source of funds in connection with the proposed transaction. **Note:** This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/ housing finance companies.	The financial assistance is provided/would be provided from the internal accruals/own funds/ funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company.
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: **Note:** This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/ housing finance companies.	
	a. Nature of indebtedness	NA
	b. Total cost of borrowing	NA
	c. Tenure	NA
	d. Other details	NA
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. **Note:** (1) This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	Unsecured Working Capital Loan/Term Loan for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	12% upto 14%
5	Maturity/due date	NA
6	Repayment schedule & terms	NA
7	Whether secured or unsecured?	Either secured or unsecured
8	If secured, the nature of security & security coverage ratio	As per mutually agreed terms
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party

Annexure II

Minimum Information for the Proposed Related Party Transaction(s)

A(1) Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	I secure Credit & Capital Services Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Non-Banking Financial Company

A(2) Relationship and ownership of the related party

Sr. No.	Particulars of the information	I secure Credit & Capital Services Limited
1	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	ISCCSL and WFBL are entities over which one or more Directors having significant Influence/Control through Directorship or otherwise.
	Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NA
	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
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA

A(3) Details of previous transactions with the related party

<table>
<tr><th>Sr. No.</th><th>Particulars of the information</th><th>I secure Credit & Capital Services Limited</th></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.

Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td>Transaction was done during the FY 2024-25
<table>
<tr><th>Sr. No.</th><th>Nature of Transactions</th><th>FY 2024-25 (₹ in Lakhs)</th></tr>
<tr><td>1</td><td>Any other transaction-Rent Income</td><td>1.94</td></tr>
<tr><td>2</td><td>Interest on Loan (Expense)</td><td>3.36</td></tr>
<tr><td>3</td><td>Repayment on Loan</td><td>26.72</td></tr>
</table></td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought (i.e. from 01st April, 2026 to 30th June, 2026).</td><td>
<table>
<tr><th>Sr. No.</th><th>Nature of Transactions</th><th>Upto June 2026 (₹ in Lakhs)</th></tr>
<tr><td>1</td><td>Rent Income Amount</td><td>0.51</td></tr>
</table></td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No</td></tr>
</table>

A(4) Amount of the proposed transactions

Sr. No.	Particulars of the information	I secure Credit & Capital Services Limited
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	The proposed transactions aggregating to ₹ 1000 Lakhs are being placed for approval before the Audit Committee/Shareholders, as applicable, in accordance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	YES
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	4.17%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	78.56%
6	Financial performance of the related party for the immediately preceding financial year:	

Particulars	F.Y. 2025-26 (₹ in Lakhs)
Turnover	1,272.91
Profit After Tax	842.35
Net worth	357.98

A(5) Basic details of proposed transactions to be approved

Sr. No.	Particulars of the information	I secure Credit & Capital Services Limited
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	1) Borrowing 2) Availment of services
2	Details of each type of the proposed transaction.	
3	Tenure of the proposed transaction (tenure in number of years or months to be specified).	01.04.2026 to 31.03.2027
4	Whether omnibus approval is being sought?	YES

Details of each type of the proposed transaction:

Sr. No.	Particulars	₹ (in Lakhs)
1	Borrowing & Repayment	800
2	Interest Expense	150
3	Rent Expense	10
4	Processing Fees & Documentation Charges	40
	Total:	**1000**

A(5) Basic details of proposed transactions to be approved (Contd.)

Sr. No.	Particulars of the information	I secure Credit & Capital Services Limited
5	Value of the proposed transaction during a financial year.	Value of transactions for Financial Year 2026-27 is ₹ 1,000 Lakhs.
	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not applicable since these are recurring transactions and approval is being sought only for financial year 2026-2027.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity.
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.	1. Mr. Yatin Sanjay Gupte – Director and Promoter
	b. Shareholding of the director/KMP, whether direct or indirect, in the related party	1. Mr. Yatin Gupte - 26,16,850 (23.79%) Equity shares
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	All important information forms part of the statement stating out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

PART B: ADDITIONAL INFORMATION

B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	I secure Credit & Capital Services Limited
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or other process was conducted for this purpose.
2	Basis of determination of price.	All the Proposed transaction(s) would be carried out as part of business requirement of the Company and are ensured to be on arm's length basis.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	NA
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA

B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	I secure Credit & Capital Services Limited
1	Source of funds in connection with the proposed transaction. **Note:** This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/ housing finance companies.	The financial assistance is provided/would be provided from the internal accruals/own funds/ funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company.

B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter corporate deposits given by the listed entity or its subsidiary (Contd.)

Sr. No.	Particulars of the information	I secure Credit & Capital Services Limited
2	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following: **Note:** This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/ housing finance companies.	
	a. Nature of indebtedness	NA
	b. Total cost of borrowing	NA
	c. Tenure	NA
	d. Other details	NA
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. **Note:** (1) This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	Unsecured working capital loan/Term Loan for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	12%
5	Maturity/due date	60 Months
6	Repayment schedule & terms	60 Months
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.	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party.

Part C Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

Annexure III

Minimum Information for the Proposed Related Party Transaction(s)

A(1) Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Mangalam Industrial Financial Services Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Non-Banking Financial Company

A(2) Relationship and ownership of the related party

Sr. No.	Particulars of the information	Mangalam Industrial Finance Limited
1	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	1. Mr. Yatin Sanjay Gupte is Promoter & Director in both the Companies. 2. Wardwizard Solution Private Limited is common promoter in both the Companies.
	Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NA
	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
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA

A(3) Details of previous transactions with the related party

<table>
<tr><th>Sr. No.</th><th>Particulars of the information</th><th>Mangalam Industrial Finance Limited</th></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.

Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td>Transaction was done during the FY 2025-26
<table>
<tr><th>Sr. No.</th><th>Nature of Transactions</th><th>FY 2025-26 (₹ in Lakhs)</th></tr>
<tr><td>1</td><td>Any other transaction-Rent Income</td><td>1.94</td></tr>
<tr><td>2</td><td>Interest on Loan (Expense)</td><td>64.34</td></tr>
<tr><td>3</td><td>Loan- Taken</td><td>1182.00</td></tr>
<tr><td>4</td><td>Any other transaction-Loan Processing fees.</td><td>4.95</td></tr>
<tr><td>5</td><td>Any other transaction- Loan Repaid</td><td>1438.12</td></tr>
<tr><td>6</td><td>Penal Interest</td><td>0.62</td></tr>
</table></td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought (i.e. from 01st April, 2026 to 30th June, 2026).</td><td>
<table>
<tr><th>Sr. No.</th><th>Nature of Transactions</th><th>Upto June, 2026 (₹ in Lakhs)</th></tr>
<tr><td>1</td><td>Rent Income Amount</td><td>0.51</td></tr>
</table></td></tr>
</table>

A(3) Details of previous transactions with the related party (Contd.)

Sr. No.	Particulars of the information	Mangalam Industrial Finance Limited
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No

A(4) Amount of the proposed transactions

Sr. No.	Particulars of the information	Mangalam Industrial Finance Limited
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	The proposed transactions aggregating to ₹ 2500 Lakhs are being placed for approval before the Audit Committee/Shareholders, as applicable, in accordance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	YES
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	10.41%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).	Not Applicable
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	93.23%
6	Financial performance of the related party for the immediately preceding financial year:	See table below

Particulars	FY 2025-2026 (₹ in Lakhs)
Turnover	2681.33
Profit After Tax	(100.28)
Net worth	7441.02

A(5) Basic details of proposed transactions to be approved

Sr. No.	Particulars of the information	Mangalam Industrial Finance Limited
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	1) Receipt of rent and deposits on premises 2) Borrowing & Repayment of loan 3) Banking service charges 4) Availment of services
2	Details of each type of the proposed transaction	See table below

Sr. No.	Particulars	₹ (in Lakhs)
1	Borrowing & Repayment of loan	2000
2	Interest expense	400
3	Rent Income	50
4	Processing Fees & Documentation Charges	50
	Total:	**2500**

A(5) Basic details of proposed transactions to be approved (Contd.)

Sr. No.	Particulars of the information	Mangalam Industrial Finance Limited
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	01.04.2026 to 31.03.2027
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year.	Value of transactions for Financial Year 2026-27 is ₹ 2,500 Lakhs.
	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not applicable since these are recurring transactions and approval is being sought only for financial year 2026-2027.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity.
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	1. Shri Yatin Gupte - Director and Promoter
	b. Shareholding of the director/KMP, whether direct or indirect, in the related party	1. Shri Yatin Gupte - 8,52,72,89 (5.98%) Equity Shares
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	All relevant/important information forms part of the statement stating out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

PART B: ADDITIONAL INFORMATION

B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Mangalam Industrial Finance Limited
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
2	Basis of determination of price.	All the Proposed transaction(s) would be carried out as part of business requirement of the Company and are ensured to be on arm's length basis.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	NA
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA

B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Mangalam Industrial Finance Limited
1	Source of funds in connection with the proposed transaction. **Note:** This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/ housing finance companies.	The financial assistance is provided/would be provided from the internal accruals/own funds/ funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company.

B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter corporate deposits given by the listed entity or its subsidiary (Contd.)

Sr. No.	Particulars of the information	Mangalam Industrial Finance Limited
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: **Note:** This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/ housing finance companies.	
	a. Nature of indebtedness	NA
	b. Total cost of borrowing	NA
	c. Tenure	NA
	d. Other details	NA
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. **Note:** (1) This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	Unsecured working capital loan/Term Loan for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	12%
5	Maturity/due date	60 Months
6	Repayment schedule & terms	60 Months
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.	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party.

Annexure IV

Minimum Information for the Proposed Related Party Transaction(s)

A(1) Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Wardwizard Innovations and Mobility Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Wardwizard Innovations and Mobility Limited is engaged in E-Vehicles Manufacturing.

A(2) Relationship and ownership of the related party

Sr. No.	Particulars of the information	Wardwizard Innovations & Mobility Limited
1	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	1. Mr. Yatin Sanjay Gupte, Mr. Sanjay Gupte & Ms. Sheetal Bhalerao are common Directors in both companies. 2. Wardwizard Solution Private Limited is common promoter in both the Companies
	Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	NA
	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
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	NA

A(3) Details of previous transactions with the related party

Sr. No.	Particulars of the information	Wardwizard Innovations & Mobility Limited
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	Transaction was done during the FY 2025-26 Sr. No. / Nature of Transactions / FY 2025-26 (₹ in Lakhs) 1 / Sale of goods or services / 0.10 2 / Exp. & Reimbursement / 5.07
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought (i.e. from 01st April, 2026 to 30th June, 2026).	No transaction done from 01st April, 2026 to 30th June, 2026
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No

A(4) Amount of the proposed transactions

Sr. No.	Particulars of the information	Wardwizard Innovations & Mobility Limited
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	The proposed transactions aggregating to ₹ 1000 Lakhs are being placed for approval before the Audit Committee/Shareholders, as applicable, in accordance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	4.17%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).	Not Applicable
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	3.95%
6	Financial performance of the related party for the immediately preceding financial year:	

Particulars	FY 2025-2026 (₹ in Lakhs)
Turnover	25347.36
Profit After Tax	195.49
Net worth	15854.98

A(5) Basic details of proposed transactions to be approved

Sr. No.	Particulars of the information	Wardwizard Innovations & Mobility Limited
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	1) Transaction related to Income 2) Transaction related to Expenses 3) Sale of goods/Services 4) Purchase of Goods/Services
2	Details of each type of the proposed transaction	
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	01.04.2026 to 31.03.2027
4	Whether omnibus approval is being sought?	Yes

Details of each type of the proposed transaction (Sr. No. 2):

Sr. No.	Particulars	₹ (in Lakhs)
1	Transaction related to Income	250
2	Transaction related to Expenses	250
3	Sale of goods/Services	250
4	Purchase of Goods/Services	250
	Total:	**1000**

A(5) Basic details of proposed transactions to be approved (Contd.)

Sr. No.	Particulars of the information	Wardwizard Innovations & Mobility Limited
5	Value of the proposed transaction during a financial year.	Value of transactions for Financial Year 2026-27 is ₹ 1,000 Lakhs.
	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not applicable since these are recurring transactions and approval is being sought only for financial year 2026-2027.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity.
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	1. Shri Yatin Gupte - Director and Promoter 2. Ms. Sheetal Bhalerao - Director and Promoter 3. Shri Sanay Gupte - Director and Promoter Group
	b. Shareholding of the director/KMP, whether direct or indirect, in the related party.	1. Shri Yatin Gupte - 2,37,19,424 (7.88%) Equity shares. 2. MS. Sheetal Bhalerao - Nil 3. Shri Sanjay Gupte - Nil
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	All relevant/important information forms part of the statement stating out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

PART B: ADDITIONAL INFORMATION

B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No	Particulars of the information	Mangalam Industrial Finance Limited
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
2	Basis of determination of price.	All the Proposed transaction(s) would be carried out as part of business requirement of the Company and are ensured to be on arm's length basis.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	NA
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA

Annexure V

Minimum Information for the Proposed Related Party Transaction(s)

A(1) Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Wardwizard Medicare Pvt Ltd
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Healthcare & Medicare services, trading of Medicines, Ayurvedic Services.

A(2) Relationship and ownership of the related party

Sr. No.	Particulars of the information	Wardwizard Medicare Private Limited
1	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Mr. Yatin Sanjay Gupte is Director and shareholder in Wardwizard Medicare Private Limited.
	Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NA
	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
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA

A(3) Details of previous transactions with the related party

Sr. No.	Particulars of the information	Wardwizard Medicare Private Limited
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	Transaction was done during the FY 2024-25 **Sr. No.** | **Nature of Transactions** | **FY 2024-25 (₹ in Lakhs)** 1 | Sale of goods or services | 2.21 2 | Repayment of Advances-Given | 859.75 3 | Interest income | 48.09
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought (i.e. from 01st April, 2026 to 30th June, 2026).	**Sr. No.** | **Nature of Transactions** | **Upto June, 2026 (₹ in Lakhs)** 1 | Loan Amt | 122.46
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No

A(4) Amount of the proposed transactions

Sr. No	Particulars of the information	Wardwizard Medicare Private Limited
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	The proposed transactions aggregating to ₹ 2000 Lakhs are being placed for approval before the Audit Committee/Shareholders, as applicable, in accordance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	8.33%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).	Not Applicable
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	135%
6	Financial performance of the related party for the immediately preceding financial year:	

Particulars	FY 2024-2025 (₹ in Lakhs)
Turnover	1484.85
Profit After Tax	(3235.22)
Net worth	(4734.34)

A(5) Basic details of proposed transactions to be approved

Sr. No.	Particulars of the information	Wardwizard Medicare Private Limited
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.).	1) Transaction related to Income 2) Transaction related to Expenses 3) Sale of goods/Services 4) Purchase of Goods/Services 5) Borrowing/Lending & Repayment
2	Details of each type of the proposed transaction.	
3	Tenure of the proposed transaction (tenure in number of years or months to be specified).	01.04.2026 to 31.03.2027
4	Whether omnibus approval is being sought?	Yes

Sr. No.	Particulars	₹ (in Lakhs)
1	Transaction related to Income	300
2	Transaction related to Expenses	300
3	Sale of goods/Services	300
4	Purchase of Goods/ Services	300
5	Borrowing/Lending & Repayment	800
	Total:	**2000**

A(5) Basic details of proposed transactions to be approved (Contd.)

Sr. No.	Particulars of the information	Wardwizard Medicare Private Limited
5	Value of the proposed transaction during a financial year.	Value of transactions for Financial Year 2026-27 is ₹ 2,000 Lakhs.
	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not applicable since these are recurring transactions and approval is being sought only for financial year 2026-2027.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity.
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	1. Shri Yatin Gupte - Director & Promoter 2. Ms. Sheetal Mandar Bhalerao - Directror & Promoter
	b. Shareholding of the director/KMP, whether direct or indirect, in the related party	1. Shri Yatin Gupte - 4,000 (40%) Equity shares 2. Ms. Sheetal Mandar Bhalerao - 6,000 (60%) Equity shares
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	All relevant/important information forms part of the statement stating out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

PART B: ADDITIONAL INFORMATION

B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No	Particulars of the information	Wardwizard Medicare Private Limited
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
2	Basis of determination of price.	The proposed transactions with the Related Party are undertaken in the ordinary course of business and are determined on an Arm's Length Basis, comparable to terms applicable to unrelated third parties in the related Industry. The pricing is based on prevailing market rates, industry benchmarks, and commercially negotiated terms, ensuring fairness and compliance with applicable regulatory provisions.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	NA
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA

B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Wardwizard Medicare Private Limited
1	Source of funds in connection with the proposed transaction. **Note:** This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/ housing finance companies.	The financial assistance is provided/would be provided from the internal accruals/own funds/ funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company.
2	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following: **Note:** This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/ housing finance companies	
	a. Nature of indebtedness	NA
	b. Total cost of borrowing	NA
	c. Tenure	NA
	d. Other details	NA
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. **Note:** (1) This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	Unsecured working capital loan/Term Loan for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	12% - 14%
5	Maturity/due date	As may be Mutually agreed upon.
6	Repayment schedule & terms	As may be Mutually agreed upon.
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.	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party.

Part C Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

Annexure VI

Minimum Information for the Proposed Related Party Transaction(s)

A(1) Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Wardwizard Healthcare Ltd
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Services of Medicare and Healthcare services, Trading of Medicines, Ayurvedic Services

A(2) Relationship and ownership of the related party

Sr. No.	Particulars of the information	Wardwizard Healthcare Limited
1	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	1. Mr. Yatin Gupte is common Director in both the Companies. 2. Ms. Sheetal Mandar Bhalerao and Wardwizard Solution Private Limited are Promoter in both the Companies.
	Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NA
	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
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA

A(3) Details of previous transactions with the related party

Sr. No.	Particulars of the information	Wardwizard Healthcare Limited
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	There were no transactions undertaken during the last financial year with the related party.
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought (i.e. from 01st April, 2026 to 30th June, 2026).	There were no transactions undertaken with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No

A(4) Amount of the proposed transactions

Sr. No.	Particulars of the information	Wardwizard Healthcare Limited
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	The proposed transactions aggregating to ₹ 2000 Lakhs are being placed for approval before the Audit Committee/Shareholders, as applicable, in accordance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	8.33%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	1178.55%
6	Financial performance of the related party for the immediately preceding financial year:	Particulars / FY 2025-2026 (₹ in Lakhs): Turnover: 169.70 Profit After Tax: (31.53) Net worth: -

A(5) Basic details of proposed transactions to be approved

Sr. No.	Particulars of the information	Wardwizard Healthcare Limited
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	1) Interest Expenses 2) Leasing of Property 3) Sale of goods/Services 4) Purchase of Goods/Services 5) Borrowing/Lending & Repayment
2	Details of each type of the proposed transaction.	Sr. No. / Particulars / ₹ (in Lakhs): 1 / Interest Expenses / 300 2 / Leasing of Property / 300 3 / Sale of goods/Services / 300 4 / Purchase of Goods/ Services / 300 5 / Borrowing/Lending & Repayment / 800 **Total:** / **2000**
3	Tenure of the proposed transaction (tenure in number of years or months to be specified).	01.04.2026 to 31.03.2027
4	Whether omnibus approval is being sought?	Yes

A(5) Basic details of proposed transactions to be approved (Contd.)

Sr. No.	Particulars of the information	Wardwizard Healthcare Limited
5	Value of the proposed transaction during a financial year.	Value of transactions for Financial Year 2026-27 is ₹ 2,000 Lakhs.
	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not applicable since these are recurring transactions and approval is being sought only for financial year 2026-2027.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity.
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	1. Shri Yatin Gupte - Director & Promoter 2. Ms. Sheetal Mandar Bhalerao - Promoter 3. Wardwizard Solutions India Private Limited - Promoter
	b. Shareholding of the director/KMP, whether direct or indirect, in the related party.	1. Shri Yatin Gupte - 90,750 (37.04%) 2. Ms. Sheetal Mandar Bhalerao - 34,760 (14.19%) 3. Wardwizard Solutions India Private Limited - 28,058 (11.45%)
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	All relevant/important information forms part of the statement stating out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

PART B: ADDITIONAL INFORMATION

B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Wardwizard Healthcare Limited
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
2	Basis of determination of price.	The proposed transactions with the Related Party are undertaken in the ordinary course of business and are determined on an Arm's Length Basis, comparable to terms applicable to unrelated third parties in the related Industry. The pricing is based on prevailing market rates, industry benchmarks, and commercially negotiated terms, ensuring fairness and compliance with applicable regulatory provisions.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	NA
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA

Annexure VII

Minimum Information for the Proposed Related Party Transaction(s)

A(1) Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Ms. Sheetal Bhalerao
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party.	The Individual is engaged in providing consultancy services, including business consultancy, strategic advisory, management advisory, commission-based services, director services, and such other related advisory, managerial, and support services as may be undertaken from time to time in the ordinary course of business.

A(2) Relationship and ownership of the related party

Sr. No.	Particulars of the information	Ms. Sheetal Bhalerao
1	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Ms. Sheetal Bhalerao is Director and Promoter of the Company.
	Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	NA
	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
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Ms. Sheetal Bhalerao directly holds 3,39,75,989 (13.21%) of the total share capital of the Company.

A(3) Details of previous transactions with the related party

<table>
<tr><th>Sr. No.</th><th>Particulars of the information</th><th>Ms. Sheetal Bhalerao</th></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.

Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td>Transaction was done during the FY 2024-25
<table><tr><th>Sr. No.</th><th>Nature of Transactions</th><th>FY 2025-26 (₹ in Lakhs)</th></tr><tr><td>1</td><td>Any other transaction-Remuneration</td><td>60.00</td></tr></table></td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought (i.e. from 01st April, 2026 to 30th June, 2026)</td><td><table><tr><th>Sr. No.</th><th>Nature of Transactions</th><th>Upto June, 2026 (₹ in Lakhs)</th></tr><tr><td>1</td><td>Any other transaction-Remuneration</td><td>15.00</td></tr></table></td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No</td></tr>
</table>

A(4) Amount of the proposed transactions

Sr. No.	Particulars of the information	Ms. Sheetal Bhalerao
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	The proposed transactions aggregating to ₹ 1000 Lakhs are being placed for approval before the Audit Committee/Shareholders, as applicable, in accordance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	4.17%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	NA
6	Financial performance of the related party for the immediately preceding financial year:	

Particulars	FY 2024-2025 (₹ in Lakhs)
Turnover	NIL
Profit After Tax	NIL
Net worth	3544.42

A(5) Basic details of proposed transactions to be approved

Sr. No.	Particulars of the information	Ms. Sheetal Bhalerao
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	1) Payment of Remuneration 2) Lending, Borrowing, Loans and Advances 3) Other Transactions 4) Availing or Rendering of Services
2	Details of each type of the proposed transaction	
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	01.04.2026 to 31.03.2027
4	Whether omnibus approval is being sought?	Yes

Details of each type of the proposed transaction (Sr. No. 2):

Sr. No.	Particulars	₹ (in Lakhs)
1.	Payment of Remuneration	60
2.	Lending, Borrowing, Loans and Advances	400
3.	Other Transactions	400
4.	Availing or Rendering of Services	140
	Total:	**1000**

A(5) Basic details of proposed transactions to be approved (Contd.)

Sr. No.	Particulars of the information	Ms. Sheetal Bhalerao
5	Value of the proposed transaction during a financial year.	Value of transactions for Financial Year 2026-27 is ₹ 1,000 Lakhs.
	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not applicable since these are recurring transactions and approval is being sought only for financial year 2026-2027.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity.
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	NA
	b. Shareholding of the director/KMP, whether direct or indirect, in the related party	NA
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9	Other information relevant for decision making.	All relevant/important information forms part of the statement stating out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

PART B: ADDITIONAL INFORMATION

B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Ms. Sheetal Bhalerao
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
2	Basis of determination of price.	The proposed transactions with the Related Party are undertaken in the ordinary course of business and are determined on an Arm's Length Basis, comparable to terms applicable to unrelated third parties in the related Industry. The pricing is based on prevailing market rates, industry benchmarks, and commercially negotiated terms, ensuring fairness and compliance with applicable regulatory provisions.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	NA
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA

Annexure VIII

Minimum Information for the Proposed Related Party Transaction(s)

A(1) Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Shri Yatin Gupte
2.	Country of incorporation of the related party	Not Applicable
3.	Nature of business of the related party	The Individual is engaged in providing consultancy services, including business consultancy, strategic advisory, management advisory, commission-based services, director services, and such other related advisory, managerial, and support services as may be undertaken from time to time in the ordinary course of business. Also providing Usage of Trademark.

A(2) Relationship and ownership of the related party

Sr. No.	Particulars of the information	Shri Yatin Gupte
1	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Mr. Yatin Gupte is Director and Promoter of the Company.
	Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NA
	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
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Mr. Yatin Sanjay Gupte directly holds 6,29,52,106 (24.48%) of the total share capital of the Company.

A(3) Details of previous transactions with the related party

<table>
<tr><th>Sr. No.</th><th>Particulars of the information</th><th>Shri Yatin Gupte</th></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.

Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td>Transaction was done during the FY 2025-26<table><tr><th>Sr. No.</th><th>Nature of Transactions</th><th>FY 2025-26 (₹ in Lakhs)</th></tr><tr><td>1</td><td>Purchase of trademark</td><td>34.02</td></tr></table></td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought (i.e. from 01st April, 2026 to 30th June, 2026).</td><td><table><tr><th>Sr. No.</th><th>Nature of Transactions</th><th>Upto June, 2026 (₹ in Lakhs)</th></tr><tr><td>1</td><td>Payment of trademark</td><td>9.45</td></tr></table></td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No</td></tr>
</table>

A(4) Amount of the proposed transactions

Sr. No.	Particulars of the information	Shri Yatin Gupte
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	The proposed transactions aggregating to ₹ 1000 Lakhs are being placed for approval before the Audit Committee/Shareholders, as applicable, in accordance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	4.17%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).	Not Applicable
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	NA
6	Financial performance of the related party for the immediately preceding financial year:	<table><tr><th>Particulars</th><th>FY 2024-2025 (₹ in Lakhs)</th></tr><tr><td>Turnover</td><td>NA</td></tr><tr><td>Profit After Tax</td><td>NA</td></tr><tr><td>Net worth</td><td>16719.40</td></tr></table>

A(5) Basic details of proposed transactions to be approved

Sr. No.	Particulars of the information	Shri Yatin Gupte
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.).	1) Availing/Rendering of Services 2) Purchase or Sale of Property of Any Kind (including Trademark/Intellectual Property Rights) 3) Availing Borrowings
2	Details of each type of the proposed transaction.	<table><tr><th>Sr. No.</th><th>Particulars</th><th>₹ (in Lakhs)</th></tr><tr><td>1.</td><td>Availing/Rendering of Services</td><td>250</td></tr><tr><td>2.</td><td>Purchase or Sale of Property of Any Kind (including Trademark/ Intellectual Property Rights)</td><td>500</td></tr><tr><td>3.</td><td>Availing of Loans/ Borrowings</td><td>250</td></tr><tr><td></td><td>Total:</td><td>1000</td></tr></table>
3	Tenure of the proposed transaction (tenure in number of years or months to be specified).	01.04.2026 to 31.03.2027
4	Whether omnibus approval is being sought?	Yes

A(5) Basic details of proposed transactions to be approved (Contd.)

Sr. No.	Particulars of the information	Shri Yatin Gupte
5	Value of the proposed transaction during a financial year.	Value of transactions for Financial Year 2026-27 is ₹ 1,000 Lakhs.
	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not applicable since these are recurring transactions and approval is being sought only for financial year 2026-2027.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity.
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	NA
	b. Shareholding of the director/KMP, whether direct or indirect, in the related party	NA
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9	Other information relevant for decision making.	All relevant/important information forms part of the statement stating out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

PART B: ADDITIONAL INFORMATION

B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Shri Yatin Gupte
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
2	Basis of determination of price.	The proposed transactions with the Related Party are undertaken in the ordinary course of business and are determined on an Arm's Length Basis, comparable to terms applicable to unrelated third parties in the related Industry. The pricing is based on prevailing market rates, industry benchmarks, and commercially negotiated terms, ensuring fairness and compliance with applicable regulatory provisions.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	NA
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA

Party: Pls mention those party name with whom we do B3 type of transactions.

B(3): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Shri Yatin Gupte
1.	Material covenants of the proposed transaction.	The borrowing shall be undertaken from a related party. The loan shall be unsecured in nature and shall not carry any restrictive financial covenants. The listed entity shall be obligated to service interest decided mutually and repay the principal amount in accordance with the agreed tenure.
2.	Interest rate (in terms of numerical value or base rate and applicable spread).	The Interest rate shall be determined mutually agreed upon by both the parties.
3.	Cost of borrowing **Note:** This shall include all costs associated with the borrowing.	The cost of borrowing shall be determined mutually agreed upon by both the parties.
4.	Maturity/due date	The maturity period shall be determined mutually agreed upon by both the parties.
5.	Repayment schedule & terms	The repayment terms shall be mutually agreed upon by both the parties and shall be structured in the best interest of the listed entity.
6.	Whether secured or unsecured	The borrowing is Unsecured in nature.
7.	If secured, the nature of security & security coverage ratio.	Not Applicable, since the borrowing is unsecured.
8.	The purpose for which the funds will be utilized by the listed entity/subsidiary.	The funds shall be utilized by the listed entity for expansion of manufacturing facilities and working capital requirements.

B(3) Disclosure only in case of transactions relating to payment of royalty

Sr. No.	Particulars of the information	Information provided by the management
1.	Purpose for which royalty is proposed to be paid to the related party in the current financial year. **Note:** For companies with a composite license agreement that includes a bundle of intellectual property rights (IPRS) such as brands, patents, technology and know-how, state the key components of such agreements and the reasons royalty attributable to those key components could not be furnished separately.	For use of brand name/trademark
	a. For use of brand name/trademark b. For transfer of technology know-how c. For professional fee, corporate management fee or any other fee d. Any other use (specify)	Yes
2.	(a) The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies in other jurisdiction.	Not applicable, as the royalty is charged only to the listed entity.

B(3) Disclosure only in case of transactions relating to payment of royalty (Contd.)

Sr. No.	Particulars of the information	Information provided by the management
	(b) If No, furnish information below. If royalty is paid to the parent company, disclose royalty received by the parent company from group entities in other jurisdiction: • Minimum rate of royalty charged along with corresponding absolute amount. • Maximum rate of royalty charged along with corresponding absolute amount. **Note:** The disclosure shall be made on a gross basis (Cost to the Company), including taxes paid on behalf of the recipient of royalty.	
3.	Sunset Clause for Royalty payment, if any.	5 Years from the F.Y. 2022-23