

AYOKI MERCHANTILE LIMITED

Corporate Identification Number (CIN): L17120MH1985PLC034972;
Registered Office: Laxmi Commercial Centre, Room No. 405, 4th Floor, Senapati Bapat Marg,
Dadar (W), Mumbai, Maharashtra, 400028.
Corporate Office: 11, Windward Business Park, Opp. Aadicura Hospital,
Jetalpura Road, Vadodara, Gujarat – 390 007, India
Corporate Office Contact Details: +91 6359158825
Website: www.ayokimerchantile.com Email Address: ayoki1985@gmail.com

Date:- November 17, 2023

REF: AML/BSE/POSTAL BALLOT-OUTCOMES/2023-24

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

Ref: Ayoki Merchantile Limited (Script Code: 512063)

Dear Sirs,

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

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

1. CHANGE IN NAME OF THE COMPANY FROM 'AYOKI MERCHANTILE LIMITED' TO 'WARDWIZARD HEALTHCARE LIMITED' AND CONSEQUENTIAL ALTERATION TO MOA AND AOA OF THE COMPANY.
2. ALTERATION TO THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

The Voting period was closed on 16th November, 2023 and the Scrutinizer has submitted their report on 17th November, 2023. Thereafter the result of the voting was declared on 17th November, 2023 by the Company.

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

Thanking you,

Yours Faithfully,

For, **AYOKI MERCHANTILE LIMITED**

DHARMESH
ASHWINBHAI
CHAUHAN

Digitally signed by
DHARMESH ASHWINBHAI
CHAUHAN
Date: 2023.11.17 15:55:03
+05'30'

DHARMESH CHAUHAN
COMPANY SECRETARY & COMPLIANCE OFFICER
MEMBERSHIP NO.: A40003

Encl:- as above

Voting Results

Date of the AGM/EGM/Notice of Postal Ballot	12 th October, 2023
Record date	06 th October, 2023
Total number of shareholders on record date	27
No. of shareholders present in the, meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A N.A
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	N.A N.A

Resolution required: (Ordinary / Special)		ITEM NO. 1. CHANGE IN NAME OF THE COMPANY FROM 'AYOKI MERCHANTILE LIMITED' TO 'WARDWIZARD HEALTHCARE LIMITED' AND CONSEQUENTIAL ALTERATION TO MOA AND AOA OF THE COMPANY						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes –against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34,500	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		34,500	0.00	0.00	0.00	0.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	2,10,500	1,15,020	54.6413	11,50,20	0.00	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		2,10,500	1,15,020	54.6413	1,15,020	0.00	100.00
Total		2,45,000	1,15,020	49.9469	1,15,020	0.00	100.00	0.00



Resolution required: (Ordinary / Special)	ITEM NO. 2. SPECIAL RESOLUTION: : ALTERATION TO THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:.
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes –against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34,500	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		34,500	0.00	0.00	0.00	0.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	2,10,500	1,15,020	54.6413	11,50,20	0.00	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		2,10,500	1,15,020	54.6413	1,15,020	0.00	100.00
Total		2,45,000	1,15,020	49.9469	1,15,020	0.00	100.00	0.00





POOJA AMIT GALA

Practicing Company Secretaries

Membership No: 69393/Cop No: 25845
Peer Review Certificate No: 2423/2022

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

SCRUTINIZER'S REPORT

To,
Board of Director,
Ayoki Merchantile Limited
CIN: L17120MH1985PLC034972

Registered Office Address: LAXMI COMMERCIAL CENTRE, ROOM NO.405, 4TH FLOOR SENAPATI BAPAT MARG, DADAR (WEST), Mumbai City, MUMBAI, Maharashtra, India, 400028.

Corporate Office address : 11 Windward Business Parkopp Aadicura Hospital, Jetalpur Road, Alkapuri, Vadodara, Vadodara, Gujarat, India, 390007

Dear Sir,

I, Pooja Amit Gala, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors in its meeting held on **12th October, 2023** of **Ayoki Merchantile Limited** ("Company") for the purpose of scrutinizing the E-voting process in fair and transparent manner and ascertaining the requisite majority of Postal Ballot Notice dated **12th October, 2023** voting carried out as per the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 & Companies (Management & Administration) Rules, 2014 as amended from time to time on the below mentioned resolutions passed by Postal Ballot.

In view of the pandemic situation prevailing in the country and to obviate difficulties faced by corporates in providing both voting by physical ballot and e-voting provision was made for the members to vote through e-voting only. This was in accordance with the terms of the General Circular No.14/2020 dated 8th April 2020 and General Circular No. 17/2020 dated 13th April 2020 and General Circular No. 22/2020 dated 15th June 2020, MCA Circular No. 33/2020 dated 28th September, 2020, MCA Circular No. 39/2020 dated 30th December, 2020, MCA Circular no. 10/2021 dated 23rd June, 2021 and MCA Circular No. 20/2021 dated 08th December, 2021 and MCA Circular No. 03/2022 dated 05th May, 2022 and MCA circular 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs, Government of India (the 'MCA Circulars').

The Company had appointed National Securities Depository Limited (NSDL) as the service provider for remote E-Voting to the shareholders from **18th October, 2023** (9.00 a.m.) to **16th November, 2023** (5.00 p.m.). On completion of e-voting period, in compliance of the provisions of Rule 20 (4) (xii) of the Companies (Management and administration) Amendment Rule, 2015, I have unblocked the E-Voting Votes on **17th November, 2023**.



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Special Business:

ITEM NO. 1 - CHANGE IN NAME OF THE COMPANY FROM 'AYOKI MERCHANTILE LIMITED' TO 'WARDWIZARD HEALTHCARE LIMITED' AND CONSEQUENTIAL ALTERATION TO MOA AND AOA OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 4, 5, 13, 14, 15 and all other applicable provisions of The Companies Act, 2013 ('Act') read with applicable Rules framed thereunder, Regulation 45 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and applicable statutory provisions (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approval or permission of the Registrar of Companies, Mumbai, Ministry of Corporate Affairs, Central Government and/or any other regulatory or statutory authorities, as may be required, consent of the members of the Company be and is hereby accorded for changing the name of the Company from “Ayoki Merchantile Limited” to “Wardwizard Healthcare Limited” as made available by the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs.

RESOLVED FURTHER THAT Clause I of the Memorandum of Association of the Company be altered as under:

“The Name of the Company is **Wardwizard Healthcare Limited.**”

RESOLVED FURTHER THAT in terms of section 14 of the Companies Act 2013, the Articles of Association of the company is altered by deleting the existing name of the company wherever appearing and substituting it with the new name of the company.

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation or relevant document consequent upon change of name, the old name, i.e. “Ayoki Merchantile Limited” be substituted with the new name, i.e. “Wardwizard Healthcare Limited” in the Memorandum and Articles of Association of the Company and be deemed substituted in all other relevant documents including agreements, deeds, documents, contracts wherein the Company is a party or interested, common seal and at all other places wherever appearing.

RESOLVED FURTHER THAT any Director and the Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and actions as it may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental for giving effect to this Resolution, and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as it may think fit.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors or to any Director or Directors or Company Secretary or any officer(s) or employees of the company or any other person as it may consider appropriate to give effect to this resolution.”



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ITEM NO. 2: ALTERATION TO THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

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

a. Alteration of existing Object Clause III(A) by replacing the entire object clauses with the following:

III. The objects for which the Company is established are: -

(A). MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:

1. To establish, construct, erect, maintain, run, manage, develop, own, acquire, purchase, undertake, improve, equip, and initiate Hospital and Research Centers in the field of Medicine, Cardiac, Surgery, Urology, ENT, Oncology, Nephrology, Gynecology, Pediatric, neonatology, Orthopedic, surgery, ICU, trauma unit, multi-specialty hospitals, dispensaries, clinics, diagnostic centers, chemist shops, blood banks, eye banks, kidney banks, nursing homes, all types of rehabilitation and healthcare centers, medical research centers, medical institutions, pathological testing laboratories, X-ray and ECG clinics, scan centers, wellness center, provide app based medical assistance including appointment of doctors, delivery of medical products/medicines, all app based diagnostics services including home collection, providing medical assistance at home, physiotherapy centre, rejuvenation centres, and other similar establishments and activities for providing medical treatment in all branches in India and abroad.
2. To act as Consultants and Advisors providing technical know-how, technical services, and allied services for the establishment, operation, and improvement of Nursing Homes, Hospitals, Clinics, Medical Institutions, Medical Centers, Diagnostics Centers, and Laboratories in India and abroad. Further, to carry out medical research by engaging in the research and development of all fields of medical sciences, and in therapies of medical treatment, to provide research facilities for carrying on research, basic and applied, in all systems and disciplines of medical and surgical knowledge.
3. To encourage and discover new medical and/or surgical management of disease and to investigate and make known the nature and merits of investigations and findings and research in the said field, and to acquire any processes and to improve the same. Additionally, to provide, encourage, initiate, or promote facilities for the discovery, improvement, or development of new methods of diagnosis, understanding, and treatment of diseases.



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4. To manufacture, formulate, process, develop, refine, import, export, wholesale, and/or retail trade all kinds of pharmaceuticals, antibiotics, drugs, medicines, biologicals, nutraceuticals, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines, chemicals, chemical products, dry salters, mineral waters, wines, cordials, liquors, soups, broths, and other restoratives or foods. Also, to deal in medicinal goods such as surgical instruments, contraceptives, photographic goods, oils, perfumes, cosmetics, patent medicines, soaps, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines, and tinctures extracts. To carry on the business of vialling, bottling, repacking, processing of tablets, capsules, syrups, injections, ointments, etc.
5. To carry on the business of chemists, druggists, buyers, sellers, agents, distributors, and stockiest of all kinds of pharmaceuticals and allied products and to carry on business activities as importers, merchants, general order suppliers, commission agents, representatives, distributors, royalty owners, contractors, auctioneers, indent agents, passage agents, factors, organizers, concessionaries, sale agents, sub-agents, and insurance agents, in connection with the business of the Company.
6. To establish, run, and maintain hospitals for the reception and treatment of persons suffering from illness or mental defects, and to provide medical relief to the public in various branches of medical sciences. Also, to operate Diagnostic Centers, Scan Centers, Nursing Homes, Clinics, Dispensaries, Maternity Homes, Child Welfare and Family Planning Centers, Clinical and Pathological testing laboratories, X-Ray and ECG Clinics, and act as Consultants and Advisors for the establishment, operation, and improvement of such medical facilities. Furthermore, to engage in medical research, develop pharmacological standardization of indigenous medical plants, and encourage the discovery of new medical and/or surgical management of diseases and to establish and operate health portals, websites, medical transcription centers, data processing/computer centers, retail chains, and e-commerce platforms, and offer related services to individuals, businesses, and other customers.
7. To carry on the business of medicinal plantations, including the cultivation, harvesting, processing, and marketing of medicinal plants, and conduct research in the field of medicinal plants and their applications in medicine, promote the use of medicinal plants for the prevention and treatment of diseases, provide consultancy services in the field of medicinal plants and their applications, publish books, journals, and other materials on the subject of medicinal plants, and organize conferences, seminars, and workshops on the subject of medicinal plants. Additionally, the company may engage in any other activity that is related to medicinal plants and the medical field.
8. To establish, maintain, and operate medical education institutions including Medical Colleges, Teaching Hospitals, Nursing Schools, Paramedical Institutes, and Research Centers, with the primary objective of imparting quality medical education and training, as well as promoting research and advancement in the field of medicine and Continuing Medical Education (CME) Programs, and to grant stipends, scholarships or any other assistance, monetary or otherwise to whomsoever to further the course of medicine and/or medical research, in accordance with the applicable laws and regulations.
9. To educate and train medical students, nurses, midwives, doctors, paramedical technicians, other medical professionals, and hospital administrators and to grant diplomas or recognitions as the company may prescribe or deem fit from time to time and outsource and place nurses, doctors, paramedical technicians, and other medical professionals to clients in India and abroad on a contractual or non-contractual basis.



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10. To purchase, sell, manufacture, produce, grow, import, export, pack, repack, refine, acquire, process, store, distribute, exchange or otherwise deal in all types of Ayurvedic medicines, Nutraceuticals Products, drugs, medicines, vitamins, tonics, herbal products, ointments, chemicals, spirits, mixtures, powders, tablets, pills, capsules, injections, balms, oils, compounds, extracts, tincture, mouth washes, cosmetics, toiletries, soaps, detergents, shampoo, creams, scents, perfumes and perfumery products including deodorisers, perfumed bath salts, flavours, sprays, scalp lotions, hair oil, hair dyes and tooth pastes and brushes and goods used in hospitals, nursing homes, clinics, laboratories and other health units and all kinds of pharmaceutical cosmetics, preparations used in Homeopathic, Allopathic, Ayurvedic, Unani, Biochemical, nature cure or any other medicinal system or branch of medicine or as beauty aid or personal hygiene; juices, squash, sharbat, nourishment foods and concentrates, bandages, cotton, crutches connected with or required for any one or more of the above mentioned items and products.

- b. Inserting new Clause III(B) as "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)" and Deleting the OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS (Clause III(B)) and Other Objects (Clause III(C))
 - (B). Matters which are necessary for the furtherance of the Objects specified in Clause III (A) are:
 1. To purchase, take on lease or in exchange, hire or otherwise acquire any estates, land or lands in India or elsewhere and any rights, privileges and easements and concessions and factories machinery, implements, tools, live and dead stock, stores effects and other property, real or personal, immovable or movable of any kind.
 2. To buy or generate for its own use of distribution or otherwise steam, heat, light, electricity, gas, motive power and hydro-electric or water power.
 3. To construct, maintain and alter any buildings or works, necessary or convenient for the purpose of this Company and to purchase, hire, construct, improve, maintain, work, manage, carry out or control any roads, roadways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, river transport services, wharves, manufactories, warehouse, electric workshops, stores, jetties and other conveniences and works which may seem calculated directly or indirectly to advance the Company's interest and to contribute to subsidies or otherwise assist or take part in the construction, improvements, maintenance, workings, management, carrying out or control thereof.
 4. To acquire from any Sovereign, State or authorities in India or elsewhere, any concession grants, decrees, rights, powers and privileges whatsoever, which may seem to the Company capable of being turned to account and to work, develop, carryout, exercise and turn to account the same.
 5. To plant, grow and produce agricultural products and other produce of any kind in India or elsewhere necessary or useful for the business of the company.
 6. Generally, to undertake and carry on any business, transaction or operation commonly undertaken or carried on by explorers, prospectors or concessionaries and to carry on any other business which may seem to the company capable of being conveniently carried on in connection with any of the objects of the Company, or which may be thought calculated directly or indirectly to enhance the value of or render profitable, any of the Company's property or rights.



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☎️ 8355959800

7. To enter into any arrangement or agreement with any Government, State or authority, municipal, local or otherwise, or any Corporation, Companies, or person that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such Government, State authority Corporation, Company or persons any rights, privileges or concessions and to carry out, exercise and comply with such arrangement or agreement.
8. To apply for, promote and obtain any Act of Legislature or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly, or indirectly to prejudice the Company's interests
9. To acquire by purchase or otherwise for the business of the Company in India or elsewhere, any lands, manufactories, buildings, mills, plants, engines, machinery and other things found necessary for the purpose of the Company.
10. To establish and carry on and to promote the establishment of and carrying on, any property in which the Company is interested, of any business which may be conveniently carried on upon or in connection with such property, and the establishment of which may seem calculated to enhance the value of the Company's interest in such property, or to facilitate the disposal thereof.
11. To exercise conduct research, develop, grant licenses, in respect of sell, let or otherwise turn to account any inventions, processes, letters patent, licenses, concessions, rights or privileges belonging to the company or which it may acquire, or any interest in the same; to apply for takeout and register any patent or patents for any invention or inventions, or obtain exclusive or other privileges, in respect of the same, in any part of the world; and to manufacture and produce and trade and deal in all machinery, plant, articles, appliances and things capable of being manufactured, produced or traded in by virtue of or in connection with any inventions, processes, letters patent, brevets d' inventions, licenses, concessions, rights or privileges as aforesaid.
12. To form, promote, subsidies, organize, and assist or aid in forming promoting, subsidizing, organizing or aiding companies, syndicates or partnerships of all kinds for the purpose of acquiring and undertaking any property and liabilities of the Company or of advancing directly or indirectly the object thereof for any other purpose which this Company may think expedient and to take or otherwise acquire and to hold shares in any other Company having objects similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
13. To draw, make, accept, endorse, execute, issue and negotiate bills of exchange, promissory notes, cheques, drafts, hundis and other instruments of every description.
14. To issue money on deposit, at interest or otherwise and to lend and advance money with or without security to such persons and companies and on such terms as may seem expedient.
However, the Company shall not do the business of banking as defined in the Banking Companies Act.
15. To receive money on deposit, at interest or otherwise and to lend and advance money with or without security to such persons and companies and on such terms as may seem expedient. However, the Company shall not do the business of banking as defined in the Banking Companies Act.
16. To lay out, advance, invest and deal with the Company's moneys to such person or company and in or upon such investments or securities and generally in such manner as may from time to time be determined.





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17. To procure the Company to be registered, incorporated or recognized in any place outside India.
18. To give donations or subscriptions to any religious charitable or social institutions or to give any charity incidental to or conducive to any business that may be carried on by the Company
19. To distribute any of the properties of the Company among the members in specie or otherwise, but so that no distribution amounting to a reduction in capital be made without the sanction (if any) for the time being required by the law.
20. To pay for any property or rights acquired by the Company either in cash or fully or partly paid shares with or without preferred or deferred rights in respect of dividends or repayment of capital or otherwise or by any securities which the Company has power to issue or partly in one mode and partly in another and generally on such terms as the Company may determine.
21. To take part in management, supervision, or control of the business or operation of any Company or undertaking, and for that purpose, to appoint and remunerate any directors, accountants or other experts or officers.
22. To sell, exchange, mortgage (with or without power of sale) assign, lease, sublet and generally otherwise deal with the whole or any part of the business, estate property or undertaking of the Company, as a going concern, to any person or persons, association or associations, or otherwise for such consideration as the Company may think fit, either for cash or for shares, debentures, or securities for any other Company having objects altogether or in part, similar to the objects of this Company and to hold or distribute among the members in specie or otherwise the whole or part of the consideration for such sale or amalgamation with any person, company or association.
23. To establish or aid in the establishment of association, institutions, funds, trusts and charities and other conveniences intended to benefit employees or ex-employees of the Company or their dependents and to grant pension or allowances and generally to subscribe money for any public, general or useful objects.
24. To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company or to contract with any person, firm or Company to pay the same and to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of this company.
25. To insure with any person, firm, association or Company against losses, damages, risks and liabilities of any kind which may affect the company either wholly or partially and if thought fit, to affect any such insurance by joining or becoming a member of any mutual insurance, protection or indemnity association, federation or society, and to accept any such insurance or any part thereof for the account of the Company.
26. To enter into all contracts with persons in India or outside for the purchase or sale of all goods, materials, commodities, metals, minerals, jewels, stores, provisions and produce of all kinds, both raw and manufactured, for the business of the Company and to make advances to persons in India or outside in respect of such contracts for the development of the business of the Company.
27. To establish and construct buildings and houses required to accommodate officers and workmen as may be found necessary.





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28. To issue, subscribe for, conditionally or unconditionally or absolutely, purchase, hold, underwrite, negotiate, and deal in loans, stock, shares, bonds or obligations of any Government, State or Central, local authority, port trust, municipal body, or any company or other corporation, and the shares, stocks, debentures, and debenture - stock (whether perpetual or terminable) of any Joint Stock Company or co-partnership and investments of all kinds.
29. Company may, subject to the provisions of the Companies Act, purchase its own shares or other specified securities out of its free reserves or the securities premium account or the proceeds of any other shares or any specified securities and also issue sweat equity shares subject to fulfilment of conditions as per the provisions of the Companies Act and also shares to the employees of the Company or its associate companies under the employees stock option scheme as may be framed and followed in accordance with the guidelines that are notified, issued or may be issued by the Securities and Exchange Board of India.
30. The Company may have its shares and securities dealt in depositories into by fungible form and may opt to have the securities dealt with by depositories by following the regulations, notifications and rules that may be framed under Depositories Act read with Companies Act, Securities Contract (Regulation) Act and Securities and Exchange Board of India Act and other applicable Laws.
31. To be interested in, promote and undertake the formation and establishment of such institutions businesses or companies (industrial, trading, manufacturing or other) which may seem to the Company capable of being conveniently carried on in connection with any of these objects or otherwise calculated directly or indirectly, to render any of the Company's property or rights for the time being profitable and also to acquire, promote, aid, foster, subsidies, or acquire interest in any industrial or other undertaking in India or any Indian State.
32. To purchase or otherwise acquire, undertake and carry on the whole or any part of the business, goodwill, property, assets and liabilities of any persons or person, firm or company carrying on any business of any nature altogether or in part similar to any business which the Company is authorized to carry on or possessed of property suitable for the purposes of the Company and to pay for the same and all other properties or rights of whatsoever kind acquired by the Company in cash or in shares, debentures, debenture-stocks of the Company and to carry on, pending a sale or realization, any business which the Company may as mortgages have taken possession of or acquired by foreclosure.
33. To amalgamate, enter into partnership or any arrangement whether terminable or otherwise, for sharing profits, union of interest, joint adventure, reciprocal concessions, co-operation, or otherwise, with any person or persons, firm, association, company or corporation, having objects altogether or in part similar to those of the Company or carrying on or about to carry on or engaged in or about to engage in any business or transaction which the Company is authorized to carry on or engage in, any business, undertaking or transaction, capable of being carried on or conducted so as to directly or indirectly benefit the Company; and to lend money to and to guarantee the contracts and to subsidies or otherwise assist any such person, persons, firm, association, corporation or company; to subscribe for and to take or otherwise acquire and to hold shares or other interests or stock or securities, of any such person, persons, firm, association, corporation or company and to sell, hold, re-issue with or without guarantee or otherwise deal same and accept other shares in exchange for the same; and to form, constitute or permit any other company or Companies of the purpose of acquiring all or any of the properties, rights and liabilities of this Company or for any other purposes which may seem directly or indirectly beneficial to this Company.



POOJA AMIT GALA

Practicing Company Secretaries

Membership No: 69393/Cop No: 25845

Peer Review Certificate No: 2423/2022

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☎️ 8355959800

34. To join and participate in any Chamber of Commerce or Commercial institutions or Bodies as member of associate member and to pay all subscriptions and other amounts for such purpose.
35. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
36. To establish, promote, form and subsidies or otherwise assist in establishing, promoting, forming and subsidizing any other Company and to prosecute or assist in the prosecution of any other undertakings or enterprises of any description and to secure by underwriting or otherwise in subscription of all or any part of the share, loan or other capital, including any stock, shares, debentures, debenture-stock or other securities of this Company or any other Company and to pay and to receive any commission, brokerage or other remuneration in connection therewith and to obtain a settlement of quotation upon any exchange of any share loan or other capital of this Company or any other Company.
37. To promote and to form and to be interested in and take hold and dispose of shares in other companies for all or any of the objects mentioned in this Memorandum and to transfer to any such Company and to take or otherwise acquire, hold and dispose of shares debentures and other securities in or of any such Company and to subsidies or otherwise assist any such Company.
38. To assist any Company, financially or otherwise by issuing or by subscribing for or guaranteeing the subscription and issue of shares, stock, debentures, debenture stock or other securities and to take, hold and deal in shares, stock and securities of any Company notwithstanding any liability that may be thereon.
39. To acquire and hold shares in any other Company and pay for properties, rights or privileges, acquired by this Company, either in shares of this Company or partly in cash or otherwise and to give shares or stock of this Company in exchange for shares or stock of any other Company.
40. To float and bring into existence such companies as may appear advantageous.
41. To undertake and carry on any business transaction or operation commonly undertaken or carried on by financiers, promoters of companies, bankers, underwriters, concessionaries and contractors for, public and other works, capitalist or merchants, in particular to underwrite issue and place shares, stocks, bonds, debenture -stocks and securities.
42. To effect insurances and assurances on the lives of any debtors to the Company or on the lives of any other persons in whom the Company may have an assurable interest and to pay the premiums and other moneys required to keep up the policies of assurances out of the moneys of the Company.
43. To open and keep register or registers in any country or countries where it may deem advisable to do so and to allocate any number of shares in the Company to such register or registers.
44. To improve, manage, work, develop, lease, mortgage, abandon or otherwise deal with all or any of the properties of the Company, rights and concessions of the Company.
45. To create any Depreciation Fund, Reserve Fund, Insurance Fund, Sinking Fund or any other Special Fund, whether for depreciation or repairs, replacement, improving, extending or maintaining any of the properties of the Company, or for any other purposes conducive to the interests of the Company.
46. To place to reserve or distribute as dividend or bonus among the members or otherwise to apply, as the Company from time to time may think fit any moneys received by way of premium on shares or debentures issued at a premium by the Company and any moneys received in respect of dividends accrued on forfeited shares and moneys arising from the sale by the Company of forfeited shares.



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47. To capitalize its reserves and issue bonus shares.
48. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes not falling under the provisions of Lotteries Act, rewards and donations.
49. To borrow or raise money, or receive monies on deposit, interest or otherwise in such manner as the Company may think fit for the business of the Company including by issue of Debentures perpetual or otherwise, including Debentures convertible into shares, or perpetual annuities and to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the company, present or future, including its uncalled Capital by Special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale of the property except uncalled capital and other powers as may seem expedient, and to purchase, redeem, or pay off any such securities.
50. To buy, sell, dispose of and deal in coal, limestone, brick-earth, lime, bricks, fire bricks, pipes, tiles, fire and other clays, building materials, engineering products, wire ropes and electrical or mechanical plant and machinery.
51. To carry on the business of general merchants, contractors, agents, factors, general exporters, and importers, of all kinds of goods and deal in all kinds of dyes, paints, and chemicals, oil of every description, either vegetable oils or mineral oils, petroleum oil and all liquid and solid hydrocarbons, hardware, turnery, wearing apparel and household and personal provisions fittings, utensils, ornaments and articles, tobacco, wines and spirits, groceries and provisions and sugar and all sugar products and by products and all kinds of metals
52. To buy, sell, dispose or repair or deal in vehicles of all description either power driven or otherwise, bicycles, tricycles, motor cycles, ships, boats and tugs of all description.
53. To undertake financial and commercial obligations, transactions and operations of all kinds.
54. To carry on the business of merchants, commission and other agents, warehousemen, wharfingers, under writers, contractors and general engineers
55. To purchase, charter, hire, build or otherwise acquire vehicles of any or every sort or description for use on or under land or water or in the air and to employ the same in the carriage of merchandise of all kinds or passengers and to carry on the business of owners of trucks, trams, lorries, motor, cars and of ship owners and lighterman and owner of aircraft in all or any of their respective branches.
56. To carry on the business of leasing and letting on lease, hire purchase, instalment sale and any other form of deferred payment or similar transaction in all kinds of movable and immovable properties and to render leasing hire purchase financial consultancy and advisory services.
57. To generate, accumulate, distribute, supply electricity and other power (subject to and in accordance with law) by using wind, bio-mass, bio-gas or by any other means, conventional or non-conventional for the purpose of light, heat, motive power and for all other purposes for which electric and other energy can be employed deal in the equipment, accessories and tools required for the purposes of Generation of power and to construct, install, operate and maintain all kinds of power generation equipment and related products.



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RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company.

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

I, Submit the Report on Postal Ballot as under:

1. In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not being sent to the Members for this Postal Ballot. Shareholders were requested to follow the procedure as stated in the notes and instructions for casting of votes by remote E-voting.
2. On account of threat posed by COVID-i.9 and in terms of the MCA Circulars, the Company had sent the Postal Ballot Notice in electronic form only to those members whose email id was registered with the two depositories and the RTA and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the Members as per the exemptions provided in the MCA circulars mentioned above. Accordingly, the communication of the assent or dissent of the Members had to take place through the E-voting system only. In order to facilitate those members who had not yet registered their e-mail address, a proper procedure was laid down for the shareholders to get their email registered with the RTA so that they could also participate in the e-voting facility extended by the Company.
3. The Company had uploaded the Notice together with the explanatory statement on their website of the Company www.ayokimerchantile.com. The RTA has generated Electronic Voting Event Number **126942** for the votes cast through e-voting mode. As directed by the Company, all necessary formalities specified under the Act and the Rules framed there under have been duly complied with by the Service Provider barring the ones as mentioned above.
4. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations relating to the items being placed for approval of the members through postal ballot by voting through E-voting.
5. The Postal Ballot e-voting result open by me scrutinized and the shareholding was confirmed with the Register of Members of the Company.
6. As stated in sub rule 3 of Rule 20 under the Chapter on “Management and Administration “Rules as notified by MCA on March 27, 2014 an advertisement was published by the Company in “Business Standard, Free Press Journal (English Newspaper, All Editions) and Nav Shakti (Marathi Language, Mumbai Edition) on **14th October, 2023**, informing about the completion of dispatch of the Postal Ballot Notices.
7. On scrutiny, I report that out of 27 shareholders, 13 (Thirteen) shareholders have exercised their vote through e-voting. The details of Postal Ballot results for the item placed for consideration by the members are given below;

**POOJA AMIT GALA**

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8355959800

ITEM NO. 1. SPECIAL RESOLUTION: CHANGE IN NAME OF THE COMPANY FROM 'AYOKI MERCHANTILE LIMITED' TO 'WARDWIZARD HEALTHCARE LIMITED' AND CONSEQUENTIAL ALTERATION TO MOA AND AOA OF THE COMPANY:

Total No. of Shareholders	27						
Total No. of Shares	245000						
Receipt of Postal Ballot Forms	Not Applicable						
E-Voting start date & end date	From 18 th October, 2023 to 16 th November, 2023						
		Total Number of Votes		Votes in favor of the resolution		Votes in against of the resolution	
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares
Total Votes Cast through e-Voting	A	13	115020	13	115020	0	0
Total Votes Cast through Postal Ballot Forms Received	B	0	0	0	0	0	0
Grand Total of e-voting/ Postal Ballot Form (A+B)	C	13	115020	13	115020	0	0
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	13	115020	13	115020	0	0

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes –against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34,500	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	34,500	0.00	0.00	0.00	0.00	0.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	2,10,500	1,15,020	54.6413	11,50,20	0.00	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	2,10,500	1,15,020	54.6413	1,15,020	0.00	100.00	0.00
Total		2,45,000	1,15,020	49.9469	1,15,020	0.00	100.00	0.00

**POOJA AMIT GALA**

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ITEM NO. 2. SPECIAL RESOLUTION: ALTERATION TO THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

Total No. of Shareholders	27						
Total No. of Shares	245000						
Receipt of Postal Ballot Forms	Not Applicable						
E-Voting start date & end date	From 18 th October, 2023 to 16 th November, 2023						
		Total Number of Votes		Votes in favor of the resolution		Votes in against of the resolution	
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares
Total Votes Cast through e-Voting	A	13	115020	13	115020	0	0
Total Votes Cast through Postal Ballot Forms Received	B	0	0	0	0	0	0
Grand Total of e-voting/ Postal Ballot Form (A+B)	C	13	115020	13	115020	0	0
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	13	115020	13	115020	0	0

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes –against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34,500	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	34,500	0.00	0.00	0.00	0.00	0.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	2,10,500	1,15,020	54.6413	11,50,20	0.00	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	2,10,500	1,15,020	54.6413	1,15,020	0.00	100.00	0.00
Total		2,45,000	1,15,020	49.9469	1,15,020	0.00	100.00	0.00



POOJA AMIT GALA

Practicing Company Secretaries

Membership No: 69393/Cop No: 25845

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Percentage of Votes cast in favor: 100.00%

Percentage of Votes cast against: 00.00%

As the number of votes castes casted in favor of the Resolution No.1 to 2 i.e. 100%, I report that the Special Business in Special Resolutions under section 110 of the Companies Act, 2013, and the Companies (Management & Administration Rules 2014, as set out in Notice of Postal Ballot dated **12th October, 2023** has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

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

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

Thanking You,

Yours Faithfully,

**Pooja
Amit
Gala**

Digitally signed
by Pooja Amit
Gala
Date: 2023.11.17
15:38:55 +05'30'

Pooja Amit Gala

(Practicing Company Secretary)

Membership No: 69393

COP: 25845

Peer Review Number: 2423/2022

ICSI UDIN: A069393E001940845

Date: 17-11-2023

Place: Thane