

Date: April 23, 2024

REF: WHL/Postal-Ballot-Notice/2024-25

To,
BSE Limited
Listing Compliance
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001.

Ref: - **WARDWIZARD HEALTHCARE LIMITED -(BSE SCRIPT CODE: 512063)**
(Formerly known as Ayoki Merchantile Limited)

Subject: Notice of Postal Ballot of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)

Listing Regulation: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Dear Sir/Madam,

We enclose a copy of the Postal Ballot Notice (“Notice”) dated **April 22, 2024** together with the Explanatory Statement thereto, seeking approval of the Members to Regularization of appointment of **Paresh Prakashbhai Thakkar (Din: 08265981)** as Non-Executive Independent Director of the Company & **Miteshkumar Ghanshyambhai Rana (Din: 06770916)** as Non-Executive Independent Director of the Company

In accordance with the applicable laws and circulars thereunder, the Notice will be sent in electronic mode only to those members whose names appeared in the Register of Members/ List of Beneficial Owners maintained by the Company RTA/ Depositories respectively as at close of business hours on (Cut-off Date) **Friday, April 19, 2024**.

The Notice is also available on the website of the Company i.e., <https://www.ayokimerchantile.com> Members whose names appeared in the Register of Members/ List of Beneficial Owners as of the cut-off date i.e., **Friday, April 19, 2024** are eligible for remote e-voting.

The remote e-voting will commence on **Friday, April 26, 2024** (9:00 a.m. IST) and will end on **Saturday, May 25, 2024** (5:00 p.m. IST).

Kindly take note of the same.

Thanking you,

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



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

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of The Companies Act, 2013 read with the Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014]

Dear Member,

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of **WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)** (“the Company”) by means of **Postal Ballot**, only by remote e-voting process (“e-voting”) being provided by the Company to all its Members to cast their votes electronically, pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (“Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and other applicable provisions of the Act and the Rules, Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 11/2022 dated December 28, 2022, and the latest one being General Circular no. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA Circulars”), read with SEBI Master Circular Nos. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (hereinafter collectively referred to as “SEBI Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

In compliance with the aforesaid circulars issued by MCA, had advised the companies to take all decisions requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a General Meeting that requires physical presence of members at a common venue. Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository/depository participants and the communication of assent/dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars, the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The proposed resolutions and the Explanatory Statement stating the facts as required in terms of Section 102 of the Act as appended hereto forms part of this Postal Ballot Notice (“Notice”).

In compliance with Sections 108 and 110 of the Act, read with (i) Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014 as amended (ii) Regulation 44 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (iii) In accordance with MCA Circulars, (iv) Secretarial Standard on General Meetings (“SS-2”) the Company is offering the facility to its Members, to exercise their right to vote on the resolutions appended to this Notice, by electronic means (‘remote e-voting’) only. For this purpose, the Company has availed the services of National Securities Depository Limited (“NSDL”) to provide remote e-voting facility to the Members of the Company.

The Board of Directors of the Company at its meeting held on **Monday, April 22, 2024** has appointed **M/s. Pooja Gala & Associates**, Practicing Company Secretary, having Membership No. ACS 69393 and COP No. 25845 to act as a Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner and she has communicated her willingness to be appointed as a Scrutinizer.

The Scrutinizer will submit their report to the Chairman of the Company or, in his absence, any person of the Company, duly authorized by the Board for the purpose, after completion of scrutiny of Postal Ballots in a fair and transparent manner.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process not later than 5:00 P.M. (IST) on **Saturday, May 25, 2024**. Remote e-Voting will be blocked immediately thereafter and will not be allowed beyond the said date and time.

The Results of Postal Ballot will be announced within two (2) working days from the close of voting period and also be hosted on website of the Company (**www.ayokimerchantile.com**) and on the website of NSDL (**www.evoting.nsdl.com**) The Results will also be communicated to BSE Limited where the Equity Shares of the Company are listed.

The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. **Saturday, May 25, 2024** in terms of the Secretarial Standards on General Meeting (SS-2) issued by The Institute of Company Secretaries of India.

SPECIAL BUSINESS:

ITEM NO. 1: REGULARIZATION OF APPOINTMENT OF PARESH PRAKASHBHAI THAKKAR (DIN: 08265981) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of The Companies Act, 2013 (“the Act”) read with Rule 8 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, [including any statutory modification(s) or re-enactment thereof for the time being in force] and Schedule IV to the Act and various Regulation 16, 17, 25 and other relevant regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulation”), as amended from time to time and the Articles of Association of the Company, **Mr. Paresh Prakashbhai Thakkar (DIN: 08265981)**, who was appointed pursuant to Section 161 of the Act as an Additional Non- Executive Independent Director on w.e.f **February 29, 2024** by the Board on recommendation of Nomination and Remuneration Committee, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations and who is eligible for appointment, be and is hereby appointed as the **“Non-Executive Independent Director”** of the Company to hold office for a first term of 5 (five) consecutive years commencing from **February 29, 2024 to February 28, 2029 (both days inclusive)**, and that he shall not be liable to retire by rotation and that he shall be paid sitting fees as approved by the Board and reimbursement of expenses (if any) as may be permissible under the law from time to time.”

“RESOLVED FURTHER THAT any Director and/or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or 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, inter-alia, filings of required forms/documents with the Ministry of Corporate Affairs and Stock Exchange and/or other authorities as may be required to give effect to this resolution.”

ITEM NO: 2 - REGULARIZATION OF APPOINTMENT OF MITESHKUMAR GHANSHYAMBHAI RANA (DIN: 06770916) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of The Companies Act, 2013 (“the Act”) read with Rule 8 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, [including any statutory modification(s) or re-enactment thereof for the time being in force] and Schedule IV to the Act and various Regulation 16, 17, 25 and other relevant regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulation”), as amended from time to time and the Articles of Association of the Company, **Mr. Miteshkumar Ghanshyambhai Rana (DIN: 06770916)**, who was appointed pursuant to Section 161 of the Act as an Additional Non- Executive Independent Director on w.e.f **February 29, 2024** by the Board on recommendation of Nomination and Remuneration Committee, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations and who is eligible for appointment, be and is hereby appointed as the **“Non-Executive Independent Director”** of the Company to hold office for a first term of 5 (five) consecutive years commencing from **February 29, 2024 to February 28, 2029 (both days inclusive)**, and that he shall not be liable to retire by rotation and that he shall be paid sitting fees as approved by the Board and reimbursement of expenses (if any) as may be permissible under the law from time to time.”

“RESOLVED FURTHER THAT any Director and/or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or 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, inter-alia, filings of required forms / documents with the Ministry of Corporate Affairs and Stock Exchange and / or other authorities as may be required to give effect to this resolution.”

Place: Vadodara
Date: April 22, 2024

By Order of the Board
WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
GAURAV JAYANT GUPTA
MANAGING DIRECTOR
DIN: 06741475

NOTES:

1. Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (the “Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and other applicable provisions, as amended from time to time setting out material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.
2. In Compliance with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to all those Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on **Friday, April 19, 2024** (the “Cut-off date”) and who have registered their email addresses in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Purva Share Registry (India) Private Limited (“RTA”) as on the cut-off date i.e **Friday, April 19, 2024**. The Members who have not registered their e-mail IDs are requested to follow the instructions given under Point No. 6.
3. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date on **Friday, April 19, 2024**. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this notice for information purpose only.
4. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at www.ayokimerchantile.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com. The Postal Ballot Notice is also disseminated on the website of NSDL (the agency for providing the Remote e-Voting facility) i.e., www.evoting.nsdl.com.
5. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to ayoki1985@gmail.com.
6. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending the mail along with relevant proof to the Company’s RTA, Purva Share Registry, at Unit No. 9, Ground Floor, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel East, Mumbai – 400011, Maharashtra, India or the scanned copies of the documents may alternatively be mailed to Purva Share Registry, Registrar of Company (RTA) on the email id of RTA i.e support@purvashare.com with all the forms and proofs duly e-signed. Members holding

shares in demat form who have not updated their email addresses with the depository/depository participant are requested to approach the concerned depository participant to update their email addresses. As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository.

7. The remote e-voting period will commence from **09:00 A.M. (IST) Friday, April 26, 2024** and will end at **5.00 P.M. (IST) on Saturday, May 25, 2024**. The remote e-voting module shall thereafter be disabled. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Resolution(s) passed by the Members through this Postal Ballot (through remote e-voting) shall be deemed to have been passed as if it has been passed at a General Meeting of the Members. The resolutions, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting, i.e **Saturday, May 25, 2024**.
8. On completion of the scrutiny of the Postal Ballot, the Scrutinizer will submit the report to the Company Secretary or Chief Financial Officer or Managing Director of the Company or any other authorized person within prescribed timelines. The results of the Postal Ballot will be declared within two (2) working days of the conclusion of the Postal Ballot and will be uploaded along with the Scrutinizer's Report at the Company's website i.e **www.ayokimerchantile.com** after communication to the Stock Exchange viz. BSE Limited (**www.bseindia.com**), where equity shares of the Company are listed, in accordance with the SEBI Listing Regulations. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
9. Pursuant to the applicable provisions of the Act and Rules framed thereunder and The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to temporarily update their email address by accessing the link <https://www.purvashare.com/email-and-phone-updation/> or to the Company at ayoki1985@gmail.com.

10. The instructions for Members for remote e-voting are as under:

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 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.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.

- 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



Individual Shareholders holding securities in demat mode with CDSL

- 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.
- 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. Additionally, there is also links provided to access the

	<p>system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>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.</p> <p>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.</p>
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.

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.co.in or call at 022 - 4886 7000 and 022 - 2499 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 22 55 33



B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 cspoojagala@gmail.com with a copy marked to evoting@nsdl.co.in. 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 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

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 ayoki1985@gmail.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to www.ayokimerchantile.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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.

General Instructions

- i. In case Members of the Company who have not registered their e-mail address:
On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circulars mentioned hereinabove, the Company is sending Postal Ballot Notice in Electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E-voting system only. Therefore, those Members who have not yet registered their e-mail address are requested to get their e-mail addresses temporarily registered by visiting <https://www.purvashare.com/email-and-phone-updation/>. Post successful registration of email, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, member may write to evoting@nsdl.co.in.
- ii. The Remote E-voting period commences from **9.00 A.M.** on **Friday, April 26, 2024** and ends at **5.00 P.M.** on **Saturday May 25, 2024**. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the Cut-off date i.e. **Friday, April 19, 2024** may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- iii. The Scrutinizer shall unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

- iv. Subject to the receipt of sufficient votes, the Resolution shall be deemed to have been passed on the last date of voting i.e. on **Saturday, May 25, 2024**. The results declared along with the Scrutinizer's Report shall be placed on the Company's website of the Company i.e. www.ayokimerchantile.com. and will be communicated to the Stock Exchanges where the Company's shares are listed.
- v. To receive communication through electronic means, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form.

If, however, shares are held in physical form, members are advised to register their e-mail address with Purva Sharegistry (India) Private Limited on <https://www.purvashare.com/email-and-phone-updation/> or mail to Company ayoki1985@gmail.com.

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

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, the following Explanatory Statement setting out all material facts relating to the businesses mentioned at Item Nos. 1 to 2 of the accompanying Notice dated **Monday April 22, 2024** should be taken as forming part of this Notice.

ITEM NO. 1: REGULARIZATION OF APPOINTMENT OF PARESH PRAKASHBHAI THAKKAR (DIN: 08265981) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

Pursuant to the relevant provisions of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), in terms of the Nomination and Remuneration Policy of the Company, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, in their meeting held on **February 29, 2024** appointed **Mr. Paresh Prakashbhai Thakkar (DIN: 08265981)** as an Additional Director in the category of Independent Director of the Company under Section 149, 150, 152 and 161 read with Schedule IV of the Act, not liable to retire by rotation, subject to the approval of the shareholders of the Company.

The Company has received requisite disclosures/declarations from **Mr. Paresh Prakashbhai Thakkar**

- i) Consent to act as Director u/s 152 of the Act (Form DIR-2);
- ii) Disclosure of interest u/s 184(1) of the Act (Form MBP-1);
- iii) Declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become Director;
- iv) Declaration of independence u/s 149(6) of the Act and as per the Listing Regulations,
- v) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

The Board is of the view that, given the knowledge and rich experience of Mr. Paresh Prakashbhai Thakkar in field of Corporate, Civil, Criminal, Revenue and Commercial Law practice, Accounting, Taxation Matters (i.e. GST, Income Tax, TDS) Return Filing his appointment will be of immense

benefit and in the best interest of the Company. The Board is also satisfied with regard to integrity, expertise and experience (including proficiency) of Mr. Paresh Prakashbhai Thakkar.

Letter of Appointment of Mr. Paresh Prakashbhai Thakkar setting out the terms and conditions of appointment is being made available for inspection by the members of the Company.

The resolution seeks the approval of members for appointment of Mr. Paresh Prakashbhai Thakkar as an Independent Director pursuant to Section 149 and other applicable provisions of the Act and rules made thereunder to hold office for a first term of five consecutive years w.e.f. **February 29, 2024 to 28th February, 2029 (both days inclusive).**

Mr. Paresh Prakashbhai Thakkar would be entitled to sitting fees for attending the Meetings of the Board of Directors and/or Committees thereof as may be approved by the Board, from time to time.

Brief resume of Paresh Prakashbhai Thakkar.

Mr. Paresh Prakashbhai Thakkar is a Fellow Member of Cost and Management Accountant (FCMA) and Practicing Advocate and Tax Consultant having More than 15 Years of experience as a Legal and Taxation Matters with special emphasize on Corporate, Civil, Criminal, Revenue and Commercial Law practice. He has also Expertise in matters pertaining to Accounting, Taxation Matters (i.e. GST, Income Tax, TDS etc.), Various Business Registrations (i.e. MSME, FSSAI, Business Reg., Prof. Tax and Etc.), also providing sustained assistance to clients on various aspects of Accounting, Taxation Matter and Investment to corporate clients, banks, institutions and individuals. Also Handling Appeal at Appellate Authority, Appellate Tribunal Etc.

He is also Fellow Member of Cost and Management Accountant (FCMA), M.Com from Sardar Patel University – Anand, Gujarat, currently pursuing LL.M in Business Law from Sardar Patel University – Anand and also pursuing CS Final. His knowledge and experience in the legal and Tax field helps the company in a significant way.

As per the provisions contained under Section 161 of the Act, the “Additional Director” so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. However, pursuant to amendment (effective from 1st January, 2022) to Regulation 17(1C) of Listing Regulations, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, approval of the shareholders is sought for the appointment of Mr. Paresh Prakashbhai Thakkar, as an Independent Director of the Company.

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

Name of Director	Paresh Prakashbhai Thakkar
DIN	08265981
Fathers' Name:	Prakashbhai Parsotamdas Thakkar
Date of Birth:	01/04/1988
Age	36 Years
Nationality	Indian
Date of Appointment on Board	February 29, 2024
Appointment/ Re-appointment	Appointment
Qualification, Functional Expertise and Experience	Expert in field of Legal and Taxation Matters with special emphasize on Corporate, Civil, Criminal, Revenue and Commercial Law practice. He has also Expertise in matters pertaining to Accounting, Taxation Matters (i.e. GST, Income Tax, TDS etc.), Various Business Registrations (i.e. MSME, FSSAI, Business Reg., Prof. Tax and Etc.)
Relationship with other Board Members and Key Managerial Personnel of the Company	Not related to any other Director or Key Managerial Personnel of the Company.
Membership of Committee of the Board of Director of the Company	Member of Audit Committee Member of Nomination & Remuneration Committee Chairperson of Stakeholder Relationship Committee
Directorship in Other Companies:	1. Wardwizard Foods and Beverages Limited (Formerly Known as Vegetable Products Limited) 2. Mangalam Industrial Finance Limited 3. I Secure Credit & Capital Services Limited 4. Wardwizard Innovations & Mobility Limited
Name of other listed Companies, where he is Director	1. Wardwizard Foods and Beverages Limited (Formerly Known as Vegetable Products Limited) 2. Mangalam Industrial Finance Limited 3. I Secure Credit & Capital Services Limited 4. Wardwizard Innovations & Mobility Limited

<p>List of other Listed Companies in which Memberships/ Chairmanships of Board Committees held</p>	<p>1. Wardwizard Foods and Beverages Limited (Formerly Known as Vegetable Products Limited) INDEPENDENT DIRECTOR</p> <p>a) Member in Audit Committee b) Member in Stakeholder Relationship Committee c) Chairperson in Nomination & Remuneration Committee</p> <p>2. Mangalam Industrial Finance Limited INDEPENDENT DIRECTOR</p> <p>a) Member in Audit Committee b) Member in Right Issue Committee c) Member in Nomination & Remuneration Committee</p> <p>3. I Secure Credit & Capital Services Limited INDEPENDENT DIRECTOR</p> <p>a) Chairperson in Audit Committee b) Member in Stakeholder Relationship Committee c) Member in Nomination & Remuneration Committee</p> <p>4. Wardwizard Innovations & Mobility Limited INDEPENDENT DIRECTOR</p> <p>a) Chairperson in Audit Committee b) Member in Stakeholder Relationship Committee c) Member in Nomination & Remuneration Committee d) Member in Corporate Social Responsibility Committee</p>
<p>Listed entities from which director has resigned in last three years</p>	<p>Maximus International Limited</p>
<p>Shareholding in the company as on date of this report (including shareholding as a beneficial owner)</p>	<p>NIL</p>

The skills and capabilities required for the role and the manner in which he meets such requirements	Advocate and Tax Consultant Mr. Paresh Prakashbhai Thakkar being a Practicing Advocate and Tax Consultant has core skills and competencies over Legal practice, Accounting and Taxation matters
Board Meeting attendance	During the FY 2023-24, Mr. Paresh Prakashbhai Thakkar has attended 1 (One) Board Meeting held till date
Terms and conditions of appointment	He shall not be liable to retire by rotation. Remuneration to be drawn from the Company shall comprise of the sitting fees to be paid for attending the meetings of the Board of Directors and its Committees, reimbursement of expenses for participating in the Board and other meetings.
Remuneration last drawn	NIL

Accordingly, the Board commends the Special Resolution as set out in item No. 1 of the accompanying notice.

Mr. Paresh Prakashbhai Thakkar is concerned or interested in the resolution no 1 of the accompanying notice relating to his appointment and his relatives are concerned or interested to the extent their shareholding, if any, in the Company. None of the other Directors/ Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

ITEM NO: 2 - REGULARIZATION OF APPOINTMENT OF MITESHKUMAR GHANSHYAMBHAI RANA (DIN: 06770916) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

Pursuant to the relevant provisions of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), in terms of the Nomination and Remuneration Policy of the Company, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, in their meeting held on **February 29, 2024** appointed **Mr. Miteshkumar Ghanshyambhai Rana (DIN: 06770916)** as an Additional Director in the category of Independent Director of the Company under Section 149, 150, 152 and 161 read with Schedule IV of the Act, not liable to retire by rotation, subject to the approval of the shareholders of the Company.

The Company has received requisite disclosures/declarations from **Mr. Miteshkumar Ghanshyambhai Rana**

- i) Consent to act as Director u/s 152 of the Act (Form DIR-2);
- ii) Disclosure of interest u/s 184(1) of the Act (Form MBP-1);
- iii) Declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become Director;
- iv) Declaration of independence u/s 149(6) of the Act and as per the Listing Regulations,
- v) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

The Board is of the view that, given the knowledge and rich experience of Mr. Miteshkumar Ghanshyambhai Rana in field of consultation and rendering professional services for corporate compliances, corporate laws his appointment will be of immense benefit and in the best interest of the Company. The Board is also satisfied with regard to integrity, expertise and experience (including proficiency) of Mr. Miteshkumar Ghanshyambhai Rana.

Letter of Appointment of Mr. Miteshkumar Ghanshyambhai Rana setting out the terms and conditions of appointment is being made available for inspection by the members of the Company.

The resolution seeks the approval of members for appointment of Mr. Miteshkumar Ghanshyambhai Rana as an Independent Director pursuant to Section 149 and other applicable

provisions of the Act and rules made thereunder to hold office for a first term of five consecutive years w.e.f. **February 29, 2024 to February 28, 2029 (both days inclusive)**.

Mr. Miteshkumar Ghanshyambhai Rana would be entitled to sitting fees for attending the Meetings of the Board of Directors and/or Committees thereof as may be approved by the Board, from time to time.

Brief resume of Miteshkumar Ghanshyambhai Rana.

Mr. Miteshkumar Ghanshyambhai Rana, aged 37, is an associate member of Institute of Company Secretaries of India and has also completed Master of Commerce in Accounting and Financial Management from Maharaja Sayajirao University of Vadodara. He is sole proprietor of Mitesh Rana & Co. Practicing Company Secretaries. He possesses more than 10 years' experience in the field of consultation and rendering professional services for corporate compliances, corporate laws and planning. He is also associated as Trustee of Constellation Education and Charitable Foundation and responsible for administration and management.

Mr. Miteshkumar Ghanshyambhai Rana, is not debarred from holding office of director by virtue of any SEBI Order or any such authority

As per the provisions contained under Section 161 of the Act, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. However, pursuant to amendment (effective from 1st January, 2022) to Regulation 17(1C) of Listing Regulations, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, approval of the shareholders is sought for the appointment of Mr. Miteshkumar Ghanshyambhai Rana, as an Independent Director of the Company.

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

Name of Director	Miteshkumar Ghanshyambhai Rana
DIN	06770916
Fathers' Name:	Ghanshyambhai Ganpatbhai Rana
Date of Birth:	25/08/1987
Age	37 Years
Nationality	Indian
Date of Appointment on Board	February 29, 2024
Appointment/ Re-appointment	Appointment
Qualification, Functional Expertise and Experience	He is sole proprietor of Mitesh Rana & Co. Practicing Company Secretaries. He possesses more than 10 years' experience in the field of consultation and rendering professional services for corporate compliances, corporate laws and planning. He is also associated as Trustee of Constellation Education and Charitable Foundation and responsible for administration and management
Relationship with other Board Members and Key Managerial Personnel of the Company	Not related to any other Director or Key Managerial Personnel of the Company.
Membership of Committee of the Board of Director of the Company	Member of Audit Committee Member of Stakeholder Relationship Committee Member of Nomination & Remuneration Committee.
Directorship in Other Companies:	1. Mangalam Industrial Finance Limited 2. I Secure Credit & Capital Services Limited 3. Wardwizard Innovations & Mobility Limited
Name of other listed Companies, where he is Director	1. Mangalam Industrial Finance Limited 2. I Secure Credit & Capital Services Limited 3. Wardwizard Innovations & Mobility Limited
List of other Listed Companies in which Memberships/ Chairmanships of Board Committees held	1. Mangalam Industrial Finance Limited INDEPENDENT DIRECTOR

	<p>a) Chairperson in Nomination & Remuneration Committee</p> <p>b) Member in Stakeholder Relationship Committee</p> <p>2. I Secure Credit & Capital Services Limited INDEPENDENT DIRECTOR</p> <p>a) Member in Audit Committee</p> <p>b) Member in Stakeholder Relationship Committee</p> <p>c) Chairperson in Nomination & Remuneration Committee</p> <p>3. Wardwizard Innovations & Mobility Limited INDEPENDENT DIRECTOR</p> <p>a) Member in Audit Committee</p> <p>b) Chairperson in Stakeholder Relationship Committee</p>
Listed entities from which director has resigned in last three years	NIL
Shareholding in the company as on date of this report (including shareholding as a beneficial owner)	NIL
The skills and capabilities required for the role and the manner in which he meets such requirements	<p>Secretarial and Legal Expertise</p> <p>Mr. Miteshkumar Ghanshyambhai Rana being a Practicing Company Secretary has core skills and competencies over Corporate Compliances, Corporate Laws, Planning, Business Administration and Management.</p>
Board Meeting attendance	During the FY 2023-24, Mr. Miteshkumar Ghanshyambhai Rana has attended 1 (One) Board Meeting held till date
Terms and conditions of appointment	<p>He shall not be liable to retire by rotation.</p> <p>Remuneration to be drawn from the Company shall comprise of the sitting fees to be paid for attending the meetings of the Board of Directors</p>

	and its Committees, reimbursement of expenses for participating in the Board and other meetings
Remuneration last drawn	NIL

Accordingly, the Board commends the Special Resolution as set out in item No. 2 of the accompanying notice.

Mr. Miteshkumar Ghanshyambhai Rana is concerned or interested in the resolution no 2 of the accompanying notice relating to his appointment and his relatives are concerned or interested to the extent their shareholding, if any, in the Company. None of the other Directors/ Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Place: Vadodara
Date: April 22, 2024

By Order of the Board
WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
GAURAV JAYANT GUPTA
MANAGING DIRECTOR
DIN: 06741475