Wardwizard Healthcare Limited
(Formerly known as Ayoki Merchantile Limited)

Date: September 2, 2024 REF: WHL/BSE/AR/2023-24

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

BSE Scrip Code: 512063
Script Name: WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)

Sub: Pursuant to Regulation 34 and all other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations"), as amended from time to time, submission of Annual Report for the Financial Year 2023-24 of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited) (the Company)

Dear Sir/Madam,

Pursuant to Regulation 34(1)(a) and all other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, we are submitting herewith the Annual Report of the Company for the Financial Year ended March 31, 2024 (2023-24) comprising of inter-alia, 40th Notice of Annual General Meeting (AGM) of the Company, Directors' Report along with its Annexures, Management Discussion & Analysis, Independent Auditors' Reports on Financial Statements, Audited Financial Statements and relevant notes attached thereto etc.

Further, the 40th Annual General Meeting ('AGM') of the Shareholders of the Company is scheduled to be held on Thursday, September 26, 2024 at 13.00 P.M. (IST) through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM').

The Annual Report of the Company for FY 2023-24 is also available on the website of the Company at www.ayokimerchantile.com

Kindly take the same on record and acknowledge the receipt.

Thanking you,

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

DHARMESH ASHWINBHAI CHAUHAN
Digitally signed by DHARMESH ASHWINBHAI CHAUHAN
Date: 2024.09.02 16:39:33 +05'30'

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

Encl : as above

CIN : L20237MH1985PLC034972 | GSTIN NO. 24AAACA4982A1Z5
Registered Office: Office no. 101, 1st Floor, Shree Sai Ashirwad CHS, Ghantali Path, Above Saibaba Mandir, Thane (West)-400602, Village-Naupada, Tehsil-Thane, Dist.-Thane, Maharashtra
Corporate Office: 11, Windward Business Park, Opp. Aadicura Hospital, Jetalpur Road, Vadodara, Gujarat-390007
Website: www.ayokimerchantile.com | **Email ID:** ayoki1985@gmail.com | **Contact Us:**+91 63591 58825

Wardwizard Healthcare Limited

(Formerly known as Ayoki Mercantile Limited)

40th ANNUAL REPORT 2023-24

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BOARD OF DIRECTORS



Mr. Gaurav Jayant Gupte
Managing Director
DIN-06741475



Mr. Yatin Sanjay Gupte
Non- Executive Non-Independent Director
DIN-07261150



Mrs. Sheetal Mandar Bhalerao
Non- Executive Non-Independent Director
DIN-06453413



Mr. Dharmendrabhai Ramabhai Bhaliya
Non- Executive Independent Director
DIN-10176412



Mrs. Mansi Jayendra Bhatt
Non- Executive Independent Director
DIN-10177722



Mr. Mitesh Ghanshyambhai Rana
Non- Executive Independent Director
DIN-06770916



Mr. Paresh Prakashbhai Thakkar
Non- Executive Independent Director
DIN-08265981

KEY MANAGERIAL PERSONNEL



Mr. Dharmeshkumar Ashwinbhai Chauhan
Company Secretary & Compliance Officer



Mrs. Mittalben Patel
Chief Financial Officer

CORPORATE INFORMATION

BOARD OF DIRECTORS

Sr. No.	Name of Director	DIN	Designation
1.	Mr. Gaurav Jayant Gupte	06741475	Chairman and Managing Director
2.	Mr. Yatin Sanjay Gupte	07261150	Non-Executive Non-Independent Director
3.	Mrs. Sheetal Mandar Bhalerao	06453413	Non-Executive Non-Independent Director
4.	Mr. Dharmendra Ramabhai Bhaliya	10176412	Non-Executive Independent Director
5.	Mrs. Mansi Jayendra Bhatt	10177722	Non-Executive Independent Woman Director
6.	Mr. Kamal Ashwinbhai Lalani (Resigned on February 8, 2024)	09141815	Non-Executive Independent Director
7.	Mr. Mitesh Ghanshyambhai Rana (Appointed on February 29, 2024)	06770916	Non-Executive Independent Director
8.	Mr. Paresh Prakashbhai Thakkar (Appointed on February 29, 2024)	08265981	Non-Executive Independent Director

KEY MANAGERIAL PERSONNEL

Sr. No.	Name of Key Managerial Person	Designation
1.	Dharmeshkumar Ashwinbhai Chauhan	Company Secretary & Compliance Officer (w.e.f. 04.09.2023)
2.	Mrs. Mittal Patel	Chief Financial Officer (w.e.f. 11.08.2023)

REGISTERED OFFICE

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

CORPORATE OFFICE

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

CONTACT DETAILS

+91 6359158825

EMAIL

ayoki1985@gmail.com

WEBSITE

www.ayokimerchantile.com

STATUTORY AUDITOR

M/s. Mahesh Udhwani &
Associates
Chartered Accountants

INTERNAL AUDITOR

M/s. VRCA and Associates
Chartered Accountants

SECRETARIAL AUDITOR

Mrs. Pooja Amit Gala
Practicing Company Secretary

REGISTRAR AND SHARE TRANSFER AGENT

Purva Sharegistry (India) Pvt. Ltd.
Unit No. 9, Ground Floor,
Shiv Shakti Ind. Estt,
J. R. Boricha Marg,
Lower Parel East, Mumbai-400 011
Phone: 022- 3199 8810 / 4961 4132
Email id: support@purvashare.com
Website: www.purvashare.com

PRINCIPAL BANKERS

Axis Bank Limited

LISTED ON

BSE Limited (Scrip code: 512063)

COMPOSITION OF COMMITTEES

1. AUDIT COMMITTEE

Sr. No.	Name of Director	Designation	Position in Committee
1.	Mrs. Mansi Jayendra Bhatt	Non-Executive Independent Director	Chair Person
2.	Mr. Dharmendra Ramabhai Bhaliya	Non-Executive Independent Director	Member
3.	Mr. Mitesh Ghanshyambhai Rana (Appointed on February 29, 2024)	Non-Executive Independent Director	Member
4.	Mr. Paresh Prakashbhai Thakkar (Appointed on February 29, 2024)	Non-Executive Independent Director	Member
5.	Mr. Gaurav Jayant Gupte	Managing Director	Member
6.	Mr. Kamal Ashwinbhai Lalani (Resigned on February 8, 2024)	Non-Executive Independent Director	Member

2. NOMINATION AND REMUNERATION COMMITTEE

Sr. No.	Name of Director	Designation	Position in Committee
1.	Mr. Dharmendra Ramabhai Bhaliya	Non-Executive Independent Director	Chair Person
2.	Mrs. Mansi Jayendra Bhatt	Non-Executive Independent Director	Member
3.	Mr. Mitesh Ghanshyambhai Rana (Appointed on February 29, 2024)	Non-Executive Independent Director	Member
4.	Mr. Paresh Prakashbhai Thakkar (Appointed on February 29, 2024)	Non-Executive Independent Director	Member
5.	Mrs. Sheetal Mandar Bhalerao	Non-Executive Non-Independent Director	Member
6.	Mr. Kamal Ashwinbhai Lalani (Resigned on February 8, 2024)	Non-Executive Independent Director	Member

3. STAKEHOLDERS RELATIONSHIP COMMITTEE

Sr. No.	Name of Director	Designation	Position in Committee
1.	Mr. Paresh Prakashbhai Thakkar (Appointed on February 29, 2024)	Non-Executive Independent Director	Chair Person
2.	Mr. Dharmendra Ramabhai Bhaliya	Non-Executive Independent Director	Member
3.	Mrs. Mansi Jayendra Bhatt	Non-Executive Independent Director	Member
4.	Mr. Mitesh Ghanshyambhai Rana (Appointed on February 29, 2024)	Non-Executive Independent Director	Member
5.	Mr. Yatin Sanjay Gupte	Non-Executive Non-Independent Director	Member
6.	Mr. Kamal Ashwinbhai Lalani (Resigned on February 8, 2024)	Non-Executive Independent Director	Member

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 40TH (FORTIETH) ANNUAL GENERAL MEETING ("AGM") OF SHAREHOLDERS WARDWIZARD HEALTHCARE LIMITED (FORMERLY KNOWN AS AYOKI MERCHANTILE LIMITED) ("THE COMPANY") WILL BE HELD ON THURSDAY, SEPTEMBER 26, 2024 AT 13.00 P.M. (IST) THROUGH VIDEO CONFERENCING ('VC) /OTHER AUDIO-VISUAL MEANS ('OAVM') FACILITY TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

ITEM NO. 1
TO RECEIVE, CONSIDER AND ADOPTION OF THE AUDITED FINANCIAL STATEMENTS AS AT MARCH 31, 2024:

The Audited Standalone Financial Statements of the Company for the Financial Year ended **March 31, 2024**, together with reports of the Board of Directors of the Company ("Board") and Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended **March 31, 2024,** together with the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and is hereby considered and adopted."

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

ITEM NO. 2
APPOINTMENT OF MR. YATIN SANJAY GUPTE (DIN-07261150) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

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

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

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

SPECIAL BUSINESS:

ITEM NO. 3:
APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act") and other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder and Regulation 23 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and IND AS 24 and the rules framed thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, the Company's Policy on Related Party Transaction(s) and as per recommendation of Audit Committee and such other approvals as may be required, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for entering into and /or carrying out and / or continuing with existing contracts/ arrangements/ transactions or modification(s) of earlier/arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transactions taken together or otherwise), which term shall include any Committee thereof constituted/ to be constituted by the Board, with "Related Parties" within the meaning of Section 2 (76) of The Companies Act, 2013 and Regulation 2 (1) (zb) of The Listing Regulations, as mentioned below and to the extent of the maximum amounts as provided below, on such term(s) and condition(s) as the Board of Directors may deem fit, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at **ARM'S LENGTH BASIS** and in the **ORDINARY COURSE OF BUSINESS** of the Company for the **Financial Year 2024-25 and 2025-26** with respect to sale, purchase or supply of any good(s) or material(s), selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any service(s), appointment of agent for purchase or sale of good(s), material(s), service(s) or property or otherwise disposing of any good(s), material(s) or property or availing or rendering of any service(s), borrowings, advances or loans, to give premises on rent, to give donation, to give inter- corporate deposits (i.e Short term loans/ borrowings), on such term(s) and condition(s) as the Board of Directors may deem fit or appointment of such related party(ies) to any office or place of profit in the Company, as per the details set out in the explanatory statement annexed to this notice, for an amount which may exceed the prescribed thresholds as per provisions of the Companies Act 2013 and Listing Regulations as applicable from time to time, provided, however, that the said material related party transaction(s)/ contract(s)/ arrangement(s), for the **Financial Year 2024-25 and 2025-26** on such term(s) and condition(s) as may be decided by the Board and recommended and reviewed by audit committee."

"RESOLVED FURTHER THAT any of the present Director and/or, Company Secretary be and are hereby authorised singly and/or severally to do and perform all such acts, deeds, matters and things as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution."

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

A list of Related Party Transactions is annexed to the Explanatory statement of this notice

ITEM NO. 4:
INCREASING BORROWING LIMITS OF THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180 OF THE COMPANIES ACT, 2013

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

"**RESOLVED THAT** pursuant to Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in supersession of all the earlier resolutions, passed by the Members at the their 39th Annual General Meeting held on 29.09.2023, as per the approval of the Board of directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Director(s) of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution), to borrow any sum or sums of monies, from time to time, in any form including but not limited to by way of loans, financial facility, through the issuance of debentures, commercial paper or such other form, or any other instruments / securities otherwise permitted by law for the time being in force, such sum(s) of money(ies) in Indian Rupees and/or in any foreign currency from time to time, as its discretion and upon such terms and conditions as to interest, repayment, or otherwise and with or without security, as the Board may think fit for the purposes of the Company's business notwithstanding that the money or monies to be borrowed,

together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves and Securities Premium amount of the Company, provided however, the total amount so borrowed (apart from the temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) and outstanding at any time shall not exceed at any point in time a **sum of ₹ 2,00,00,00,000/- (Rupees Two Hundred Crore Only)** by way of fund based facilities and **sum of ₹ 2,00,00,00,000/- (Rupees Two Hundred Crore Only)** by way of non-fund based facilities over and above the aggregate, of the paid-up share capital and free reserves and securities premium of the Company."

"**RESOLVED FURTHER THAT**, for the purpose of giving effect to the above resolution, the Board of Directors of the Company or Chief Financial Officer or Company Secretary be and is hereby authorized severally to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution."

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

ITEM NO. 5:
TO APPROVE CREATION OF CHARGE ON MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWING UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013

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

"**RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the rules made there under and pursuant to the Memorandum of Association and Articles of Association of the Company and the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution) to create such mortgage, pledge, charge, hypothecate and/ or create security interest of every nature and kind whatsoever as may be necessary on such of the moveable or immoveable assets and properties , tangible or intangible assets of the Company wherever situated, both present and future, including where such assets and properties constitute the whole or substantially the whole of the undertaking of the Company, in such manner as the Board / Committee of the Board may direct, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusteeship companies, trusts, other

bodies corporate (hereinafter referred to as the "Lending Agencies") and trustees for the holders of debentures/ bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure the due payment of the principal together with interest, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company or any third party in respect of borrowings availed of from such Lending Agencies of an outstanding aggregate value not exceeding **sum of ₹ 2,00,00,00,000/- (Rupees Two Hundred Crore Only)** by way of fund based facilities and **sum of ₹ 2,00,00,00,000/- (Rupees Two Hundred Crore Only)** by way of non-fund based facilities"

"RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize with the Lending Agencies/trustees, the documents for creating the aforesaid security interests and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution."

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

ITEM NO. 6:

AUTHORISATION TO ADVANCE LOAN OR GIVE GUARANTEE OR PROVIDE SECURITY IN CONNECTION WITH LOAN AVAILED BY ANY PERSON IN WHOM ANY OF THE DIRECTORS OF THE COMPANY IS INTERESTED UNDER SECTION 185 OF THE COMPANIES ACT 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions, if any, of The Companies Act, 2013 ('The Act"), read with Companies (Amendment) Act, 2017 (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under as amended from time to time and subject to such approvals, consents, sanction and permissions as may be necessary, as per the approval of the Board, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan(s) including loan represented by a book debt (the "Loan"), and/or give any guarantee(s), and/or provide any security(ies) by way of pledge of Equity Shares held by the Company in connection with any Loan taken/to be taken by any other entity or a subsidiary

or associate or joint venture or group entities of the Company or any other person in which any of the director of the Company is deemed to be interested (collectively referred to as the "Entities") or any other entities, upto and aggregate of **sum of ₹ 100,00,00,000/- (Rupees One Hundred Crores Only)** in one or more tranches and in the interest of the Company and on such terms and conditions as may be decided, provided that such loans are utilized by the borrowing Companies for its principal business activities."

"RESOLVED FURTHER THAT any of the present Director of the Company be and is hereby authorized to negotiate, finalize, agree or modify the terms and conditions applicable for the aforesaid loan/Investment/guarantee/security and to do all such acts, deeds, matters and things and execute and finalize agreements, documents or writings and to file forms and documents as necessary, desirable and expedient and things in connection therewith and incidental thereto, as the Board in its absolute discretion deem fit or otherwise to give effect to the above resolution in the best interest of the company." without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution."

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

ITEM NO. 7:
AUTHORISATION TO MAKE INVESTMENTS, GIVE LOAN(S), GIVE GUARANTEE(S) AND PROVIDE SECURITY (IES) BY THE COMPANY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

"**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014, Section 179 and other applicable provisions of The Companies Act, 2013 ("The Act") as amended from time to time and other applicable provisions of the Companies Act, read with rules made thereunder (including any statutory modification (s) and re-enactment(s) thereof for time being in force), and subject to such other approvals, consents, sanction(s) and permission(s) as may be necessary, and upon recommendations of the Board of Directors of the company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include

any committee of the Board) for the Company to carry out the following actions, in excess of the limit specified under Section 186(2) of the Act, from time to time to:

a Give any loan to any person, entity or body corporate whether in India or outside India,
b Give any guarantee or provide security (including pledge of shares) in connection with a loan to any person, entity or body corporate whether in India or outside India; and
c Acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

The limit applicable for above (a), (b) & (C) to an amount exceeding 60% of the Company's paid-up capital, free reserves and securities premium account or 100% of the Company's free reserves and securities premium account, whichever is more, should not, exceeding the **sum of ₹ 1,00,00,00,000/- (Rupees One Hundred Crore Only)** at any time.

"**RESOLVED FURTHER THAT** in case of divestment of the investment, the Board be and is hereby authorized to sign the necessary applications, papers, forms, documents etc. for effective implementation of the decision of divestment taken by the Company from time to time."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to negotiate and settle the terms and conditions of the investments/loans/guarantees/ securities which may be made by the Company from time to time, by the Company, finalize the agreements/ contracts and documents in this regard and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

"**RESOLVED FURTHER THAT**, any of the directors of the Company be and is hereby severally authorized to do all such acts, deeds, and things and to take all such steps as may be necessary or incidental thereto, including but not limited to the delegation of all or any of the powers herein conferred to any committee or any director(s) or any other officer(s)/employee(s) of the Company and to file e-forms/returns and various documents as may be required to be submitted to the Registrar of Companies or such other authority(ies) or to settle any questions, difficulties or doubts that may arise in this connection, without being required to seek any further clarifications, consent or approval of the members of the Company and to do all the acts, deeds and things which may be necessary to give effect to the above-said resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution."

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

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

DATE: AUGUST 29, 2024
PLACE: VADODARA

REGISTERED OFFICE

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

CORPORATE OFFICE

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

CONTACT DETAILS

+91 6359158825

EMAIL

ayoki1985@gmail.com

WEBSITE

www.ayokimerchantile.com

NOTES:

The Company has chosen to conduct the **40th AGM** through VC/ OAVM. The AGM would be conducted in compliance with the applicable provisions of the Companies Act, 2013 ("The Act") read with Ministry of Corporate Affairs ("MCA") General Circular No. 10/2022 dated December 28, 2022 and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and such other instructions as may be issued by Statutory Authorities. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ('SEBI') vide its Master Circular Nos. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 have permitted the holding of AGM through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue vide the above MCA circulars and provided relaxation to companies from dispatching physical copy of annual report vide above SEBI circulars. In compliance with the provisions of the Companies Act, 2013 ("Act"), amended provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), the AGM of the Company will be held through VC / OAVM on or before September 30, 2024, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020

2. The Explanatory Statement pursuant to Section 102(1) of the Act with respect to the Ordinary/Special Business to be transacted at the meeting as set out in the Notice is annexed hereto.

3. Pursuant to the aforementioned Circulars, issued by the Ministry of Corporate Affairs, the facility to appoint a proxy to attend and cast vote for the members is not available for this AGM hence the proxy form and attendance slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted to reckon the quorum under Section 103 of the Companies Act, 2013

6. In compliance with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023, Notice of the AGM alongwith the Annual Report is being sent online through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of 40th AGM and Annual Report will also be available on the Company's website www.ayokimerchantile.com, website of Stock Exchanges i.e. BSE Limited at www.bseindia.com

7. Electronic copies of the Notice for the AGM and the Annual Report for the FY 2023-2024 are being sent to all the Members whose e-mail ids are registered with the Company/Depository Participants ("DP"). Dispatching of physical copies of the Financial Statements (including the Board's Report, Auditors' Report or other documents required to be attached therewith), has been dispensed with. Such Statements are being sent only by email to the Members and all other persons so entitled.

8. Members are informed that in case of joint holders attending the Meeting, only such joint holder whose name stands first in the Register of Members of the Company/ list of Beneficial Owners as received from National Securities Depository Limited ("NSDL") /Central Depository Services (India) Limited ("CDSL") (collectively referred to as "Depositories") in respect of such joint holding will be entitled to vote.

9. In pursuance of Section 112 and Section 113 of The Companies Act, 2013; representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/ OAVM and cast their votes through e-voting. Institutional / Corporate Members intending to appoint Authorized Representative to attend and vote on their behalf at the AGM are required to send a scanned copy (PDF/JPG format) of its Board or Governing body resolution /authorization letter etc. authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting at least 48 hours before the AGM. The said resolution/authorization shall be sent to the scrutinizer by e-mail through its registered e-mail address to cskamal2014@gmail.com or upload on the VC portal/e-voting portal i.e. https://evoting.purvashare.com/

10. The proceedings of the AGM shall be deemed to be conducted at the Corporate Office of the Company at 11, Windward Business Park, Opp. Aadicura Hospital, Jetalpura Road, Vadodara – 390 007, which shall be the deemed venue of the AGM.

11. Pursuant to the MCA Circulars, the Notice of the AGM is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company /Depositories and whose names appears in the Register of Members as on **Friday, August 30, 2024**. Copy of the Notice of the AGM is also available for download on the website of the Company at www.ayokimerchantile.com, the e-

voting portal i.e. https://evoting.purvashare.com/ and on the websites of the Stock Exchanges, i.e. BSE at https://www.bseindia.com.

12. Members who have not registered their email addresses with the Company/ RTA or their Depositories for receiving all communication (including Notice and Annual Report) from the Company electronically can get the same registered as follows:

    i. Members holding shares in physical mode and who have not registered/ updated their email addresses with the Company/ RTA are requested to register by visiting https://purvashare.com/email-and-phone-updation/.

    ii. Members holding shares in dematerialized mode are requested to register/ update their email addresses with the relevant Depositories.

13. Members will be able to attend AGM through VC/ OAVM by logging on to the e-voting website of NSDL at https://evoting.purvashare.com/ by using their e-voting login credentials. On this webpage, click on the tab Shareholders / Members, the Video Conferencing/ webcast link would be available.

14. Members who would like to express their views/ ask questions during the AGM may register themselves as a speaker by sending their request in advance at least seven days before the AGM. Members who do not wish to speak during the AGM but have queries may send their queries, mentioning the name, securities demat account number/folio number, email id, mobile number to ayoki1985@gmail.com can send their queries in advance 7 days prior to meeting.

15. Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM for a maximum time of 2 (Two) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.

16. The Members who have cast their vote by remote e-voting prior to the AGM may also attend /participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

17. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, September 19, 2024** to **Thursday, September 26, 2024** (both days inclusive) for the purpose of the Annual General Meeting (AGM).

18. Electronic copy of all documents referred to in this Notice of AGM will be available for inspection by shareholders in electronic mode, Shareholders are requested to write to **ayoki1985@gmail.com** for inspection, which shall be made available electronically for inspection to the shareholders.

19. Members seeking any information or clarification with regard to the accounts are requested to write to the Company at least 10 days in advance of meeting so that the required information can be readily available in the Meeting.

20. Members are requested to notify any changes to their respective Depository Participants.

21. The details required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS- 2) issued by the Institute of Company Secretaries of India, in respect of the Director seeking reappointment at this AGM forms part of **Annexure-A** of the Notice.

22. The Company has a designated email ID for Redressal of Shareholders'/Investors' Complaints /Grievances. Hence, please write to us at **ayoki1985@gmail.com**

23. **Other information relating to Remote E-Voting are as under:**

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

    ii. The e-voting period begins on **Monday, September 23, 2024 at 9:00 a.m. (IST)** and ends on **Wednesday, September 25, 2024 at 5:00 p.m. (IST)** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Thursday, September 19, 2024** ("cut-off date for e-voting"), may cast their vote electronically. The e-voting module shall be disabled by **Purva Sharegistry (I) Pvt. Ltd.** for voting thereafter.

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

    iv. Any person who acquires shares of the Company and becomes a shareholder of the Company after sending of the AGM Notice and holding shares as of the cut-off date of e-voting, may obtain the login ID and password by sending a request at evoting@purvashare.com. However, if he/she is already registered with **Purva Sharegistry (I) Pvt. Ltd.** for remote e-voting, then he/she can use his/her existing user ID and password for casting the vote.

v. **Mr. Kamal Lalani**, a Practicing Company Secretary (**Membership No. 37774**), has been appointed as the Scrutinizer to scrutinize the remote e-voting prior to the date of AGM and during the meeting in a fair and transparent manner.

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

vii. The Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. 1st April, 2019. Accordingly, the Company / Purva Sharegistry (India) Pvt. Ltd. has stopped accepting any fresh lodgement of transfer of shares in physical form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

viii. Members holding shares in physical mode are required to submit their Permanent Account Number (PAN) and bank account details to the Company/ Purva Sharegistry (India) Pvt. Ltd., if not registered with the Company/Purva Sharegistry (India) Pvt. Ltd., as mandated by SEBI by writing to the Company at ayoki1985@gmail.com or to Purva Sharegistry (India) Pvt. Ltd. at support@purvashare.com along with the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque.

ix. Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in physical form may file their nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent i.e. Purva Sharegistry (India) Pvt. Ltd. In respect of shares held in demat form, the nomination form may be filed with the respective Depository Participant.

x. Non-Resident Indian members are requested to inform Purva Sharegistry (India) Pvt. Ltd. / respective DPs, immediately of: a) Change in their residential status on return to India for permanent settlement b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

xi. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of **Thursday, September 19, 2024.** Members shall have one vote for every one fully paid share of the Company held by them

as on the cut-off date. Members can vote for their entire voting rights as per their discretion.

xii Members who are present in the meeting through VC / OAVM and have not cast their vote on resolutions through remote e-voting shall be allowed to vote through the e-voting system during the meeting.

Members are requested to send all their documents and communications pertaining to shares to the Registrar and Transfer Agent (RTA) of the Company – Purva Sharegistry (India) Pvt. Ltd., at their address at Unit No. 9, Ground Floor,Shiv Shakti Ind. Estt,J. R. Boricha Marg,Lower Parel East, Mumbai-400 011 Maharashtra, India, Phone: 022- 3199 8810 / 4961 4132, for both physical and demat segments of Equity Shares. Please quote on all such correspondence – "Unit – Wardwizard Healthcare Limited". For Shareholders queries – Telephone No. Phone: 022- 3199 8810 / 4961 4132 Email support@purvashare.com, Website: www.purvashare.com

24. **THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

i The voting period begins on **Monday, September 23, 2024 9:00 a.m. (IST)** and ends on **Wednesday, September 25, 2024 5:00 p.m. (IST)** During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Thursday, September 19, 2024** may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.

ii Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

iv In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.
Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in

	progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	**Helpdesk details**
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.comor contact at 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

v Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

1) The shareholders should log on to the e-voting website https://evoting.purvashare.com.

2) Click on "Shareholder/Member" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.

5) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. ● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

vi After entering these details appropriately, click on "SUBMIT" tab.

vii Shareholders holding shares in physical form will then directly reach the Company selection screen.

viii For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

ix Click on the EVENT NO. for the relevant **Wardwizard Healthcare Limited** on which you choose to vote.

x On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO/ABSTAIN" for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.

xi Click on the "NOTICE FILE LINK" if you wish to view the Notice.

xii After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiii Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xiv **Facility for Non – Individual Shareholders and Custodians – Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to https://evoting.purvashare.com and register themselves in the "Custodians / Mutual Fund" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ayoki1985@gmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is the same as the instructions mentioned above for Remote e-voting.

2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

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

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

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 (seven)** days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 (Seven)** days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at **ayoki1985@gmail.com.** These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to **evoting@purvashare.com** or contact at **022-49614132 and 022-49700138.**

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to **evoting@purvashare.com** or contact at **022- 022-49614132 and 022-35220056.**

ANNEXURE TO NOTICE
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 Special businesses mentioned at **Item Nos. 3 to 7** of the accompanying Notice dated **August 29, 2024** should be taken as forming part of this Notice:

ITEM NO. 3:
APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24 :

The Chairman informed the Board that during the F.Y 2024-25 your company is anticipating, to enter into contract with related parties as mention below and there are some instances in which the Company with consent/ approval of the Board and as per the recommendation of Audit Committee has entered into the contract in which Directors of the Company are interested. In requirement with the Companies Act 2013, in case if the Company is entering into a contract with a related party i.e., the director in which he is interested in such transaction, the Board may approve/accord consent to the same subject to recommendation from Audit Committee.

It was also informed to the Members that out of all related party transactions, some of the transactions may require the approval of shareholders by way of ordinary resolution. Further, to take note that considering the present paid up capital and net worth of the Company Regulations 17 to 27 and clauses (b) to (i) and (t) of sub regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (LODR) Regulations 2015 is not applicable to the Company. Even, necessary disclosure to that effect is also being made with the respective stock exchange, where the shares of the Company are listed.

However as per SEBI (LODR) Regulations 2015, in case of material related party transactions with related parties, the approval of shareholders is must. Similarly, the definition of material related party transaction is at par with the requirement of obtaining the consent of shareholders under Companies Act, 2013. In spite of Regulation 23 of SEBI (LODR) Regulations, 2015 is not applicable to the Company, the Company still needs to obtain the approval of shareholders as per Section 188 of Companies Act, 2013.

For the F.Y 2023-24, the Company has entered into a contract with related parties. The details of such transactions are:

Sr No	Name of Related Party	Nature of Transaction	Aggregate amount of transactions for FY 2023- 24 (Amount in Lakh)	Approval of shareholders required?	The required approval of shareholders obtained?
				YES/NO	YES/NO
1	JOYDEEP MAZUMDER	Remuneration Paid	2.10	No	No
2	GAURAV GUPTE	Remuneration Paid	7.68	No	Yes
3	PARTHA SAHA	Remuneration Paid	0.90	No	No
4	GOURANGALAL KUNDU	Remuneration Paid	0.60	No	No
5.	MITTAL PATEL	Remuneration Paid	3.55	No	No
6.	WARDWIZARD MEDICARE PVT LTD	Purchase of goods or services	0.80	Yes	Yes
7.	YATIN GUPTE	Loan from Director	45.14	Yes	Yes
8.	DHARMESH CHAUHAN	Remuneration Paid	4.48	No	No
9.	WARDWIZARD MEDICARE PVT LTD	Loan Given	10.00	Yes	Yes

Considering the validity of the resolution passed with the consent of shareholders was for F.Y 2023-24. Further, as per the circular received from SEBI, vide circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 the validity of the shareholders' approval is for a period of one years, if the Company has obtained the consent of shareholders in Extra-ordinary General Meeting (EGM). Whereas in case the approval is obtained in Annual General Meeting (AGM), the validity of such approval will be from AGM to AGM.

Since 1st April 2024 pursuant to the recommendation of Audit Committee and approval of the Board, the Company has carried out certain transactions with related parties which at present are not subject to shareholders approval i.e. not material related party transaction under the Companies Act 2013. However, considering the continuity of such transactions, the Board is of the view that such transactions may require the consent of shareholders.

Pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act"), read with The Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules"), the Company is required to obtain consent of the Audit Committee, Board of Directors and and to take prior approval of the Shareholders by way of Ordinary Resolution, in case certain transactions with related parties exceeds such sum as specified

in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and also on arm's length basis.

Pursuant to the Regulation 23 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), as amended by The SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from 01st April, 2022, mandates prior approval of Members of a listed entity by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business and at an arm's length basis. Effective from 01st April, 2022, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds INR 1,000 Crore or 10.00% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Accordingly, the related party transactions as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings are hereby placed before the Shareholders for their approval by way of **Ordinary Resolution** to enable the Company to enter into the following Related Party Transactions in one or more tranches. The transactions under consideration, are proposed to be entered into by the Company with the following related parties in the ordinary course of business and at arms' length basis.

The list of related parties is as follows, with whom the Company may enter into business transaction (s) during the financial year 2024-25 and 2025-26:

Sr. No.	Name of the Related Party	Relationship	Nature of transaction	Transaction Amount in Rs	Financial year
1.	Wardwizard Solutions India Pvt. Ltd. ("WSIPL")	**Mr. Yatin Sanjay Gupte** is the Director and Promoter of WSIPL. Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).	As per Section 188 and the RPT Policy of the Company	30 Crores Each Year	2024-25 2025-26
2.	Wardwizard Innovations & Mobility Limited ("WIML")	**Mr. Yatin Sanjay Gupte** is a Chairman and Managing Director & also Promoter of WIML. Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).	As per Section 188 and RPT Policy of the Company	30 Crores Each Year	2024-25 2025-26

3.	Wardwizard Medicare Pvt. Ltd. ("WMPL")	**Mr. Yatin Sanjay Gupte** is a Director of Wardwizard Medicare Private Limited. Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited). **Mrs. Sheetal Mandar Bhalerao** is a director of WMPL. Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).	As per Section 188 and RPT Policy of the Company	30 Crores Each Year	2024-25 2025-26
4.	Mr. Yatin Sanjay Gupte	**Mr. Yatin Sanjay Gupte** is Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).	As per Section 188 and RPT Policy of the Company	30 Crores Each Year	2024-25 2025-26
5.	Mr. Sanjay Mahadev Gupte	**Mr. Sanjay Gupte** is father of Mr. Yatin Sanjay Gupte. Mr. Yatin Sanjay Gupte is Promoter & Non-Executive Non Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).	As per Section 188 and RPT Policy of the Company	5 Crores Each Year	2024-25 2025-26
6.	Mrs. Sheetal Mandar Bhalerao	**Mrs. Sheetal Mandar Bhalerao** is Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).	As per Section 188 and RPT Policy of the Company	25 Crores Each Year	2024-25 2025-26

7.	Mr. Gaurav Jayant Gupte	**Mr. Gaurav Jayant Gupte** is Chairman and Managing Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)	As per Section 188 and RPT Policy of the Company	25 Crores Each Year	2024-25 2025-26
8.	Mrs. Kshitija Gaurav Gupte	**Mrs. Kshitija Gaurav Gupte** is Spouse of Mr. Gaurav Jayant Gupte. Mr. Gaurav Jayant Gupte is Chairman and Managing Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)	As per Section 188 and RPT Policy of the Company	5 Crores Each Year	2024-25 2025-26
9.	Aadvance Integrated Medicine Solution LLP ("AIMSL")	**Mr. Gaurav Jayant Gupte** is a Designated Partner in AIMSL. AND also, he is a Chairman and Managing Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)	As per Section 188 and RPT Policy of the Company	10 Crores Each Year	2024-25 2025-26
10.	Mangalam Industrial Finance Limited ("MIFL")	**Mr. Yatin Sanjay Gupte** is a Promoter & Non-Executive Non-Independent Director of MIFL & also Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).	As per Section 188 and RPT Policy of the Company	15 Crores Each Year	2024-25 2025-26
11.	I Secure Credit & Capital Services Limited ("ISCCSL")	**Mr. Yatin Sanjay Gupte** is the Promoter & Non-Executive Non-Independent Director of ISCCSL. Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).	As per Section 188 and RPT Policy of the Company	10 Crores Each Year	2024-25 2025-26
12.	Dhanwanthari Health & Wellness	**Mr. Gaurav Jayant Gupte** is a Director in DHWSPL.	As per Section 188 and RPT	10 Crores Each Year	2024-25 2025-26

	Solutions Private Ltd. ("DHWSPL")	He is a Chairman and Managing Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).	Policy of the Company		
13.	Kerala Health and Wellness Solutions Limited Liability Partnership ("KHWSL")	**Mr. Gaurav Jayant Gupte** is Designated Partner in KHWSL And also, he is a Chairman and Managing Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited). **Mr. Yatin Sanjay Gupte** is a Designated Partner of KHWSL AND also the Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)	As per Section 188 and RPT Policy of the Company	5 Crores Each Year	2024-25 2025-26
14.	Wardwizard Foods and Beverages Limited ("WFBL")	**Mr. Yatin Sanjay Gupte** is Promoter & Non-Executive Non-Independent Director of WFBL. And also, he is a Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited). **Mrs. Sheetal Mandar Bhalerao** is Promoter & Chairperson & Managing Director of WFBL. And also, she is also Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).	As per Section 188 and RPT Policy of the Company	30 Crores Each Year	2024-25 2025-26

15.	JZ Hospitality Private Limited ("JHPL")	**Mr. Mandar Bhalerao** is Director & Promoter of JHPL And also, Mr. Mandar Bhalerao is Spouse of Mrs. Sheetal Mandar Bhalerao. Mrs. Sheetal Mandar Bhalerao is Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).	As per Section 188 and RPT Policy of the Company	5 Crores Each Year	2024-25 2025-26
16.	Yatin S Gupte (HUF)	**Mr. Yatin S Gupte** is Karta of Yatin Gupte (HUF). **Mr. Yatin Sanjay Gupte** is the Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).	As per Section 188 and RPT Policy of the Company	10 Crores Each Year	2024-25 2025-26
17.	Mr. Mandar Bhalerao	**Mr. Mandar Bhalerao** is the Spouse of Mrs. Sheetal Mandar Bhalerao And also, Mrs. Sheetal Mandar Bhalerao is a Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).	As per Section 188 and RPT Policy of the Company	5 Crores Each Year	2024-25 2025-26
18.	Wardwizard Foundation	**Mrs. Sheetal Bhalerao, Mr. Yatin Sanjay Gupte and Mr. Gaurav Jayant Gupte** are Trustee of Wardwizard Foundation And also, Mrs. Sheetal Mandar Bhalerao is a Promoter and Non-Executive Non-Independent Director, Mr. Yatin Sanjay Gupte is Promoter	As per Section 188 and RPT Policy of the Company	5 Crores Each Year	2024-25 2025-26

		and Non-Executive Non-Independent Director and Mr. Gaurav Jayant Gupte is Chairman and Managing Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).			
19.	Kolumbus Medicare Services Private Limited ("KMSPL")	**Mr. Yatin Sanjay Gupte** is the Director of KMSPL And also, he is Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).	As per Section 188 and RPT Policy of the Company	30 Crores Each Year	2024-25 2025-26
20.	Dhawin & Associates	**Yatin S Gupte (HUF)** is the partner in Dhawin & Associates through its Karta, Mr. Yatin Sanjay Gupte and Mr. Yatin Sanjay Gupte is Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).	As per Section 188 and RPT Policy of the Company	5 Crores Each Year	2024-25 2025-26
21.	The Square Foot Company	Yatin S Gupte (HUF) is the partner in The Square Foot Company through its Karta, and Mr. Yatin Sanjay Gupte is Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)	As per Section 188 and RPT Policy of the Company	5 Crores Each Year	2024-25 2025-26
22	Kerala Therapy Stations Limited Liability Partnership ("KTSL")	Mr. Gaurav Jayant Gupte is Designated Partner in KTSL And also, Mr. Gaurav Jayant Gupte is Chairman and Managing Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)	As per Section 188 and RPT Policy of the Company	5 Crores Each Year	2024-25 2025-26

23	Hollygav Solutions Limited Liability Partnership ("HSL")	**Mr. Gaurav Jayant Gupte** is Designated Partner in HSL And also, Mr. Gaurav Jayant Gupte is Chairman and Managing Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).	As per Section 188 and RPT Policy of the Company	5 Crores Each Year	2024-25 2025-26
24	Bharadwaj Ayurvedics (India) Private Limited ("BAIPL")	**Mr. Gaurav Jayant Gupte** is Director in BAIPL And also, Mr. Gaurav Jayant Gupte is Chairman and Managing Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).	As per Section 188 and RPT Policy of the Company	5 Crores Each Year	2024-25 2025-26
25	Finologics Solutions Limited Liability Partnership ("FSL")	**Mrs. Kshitija Gaurav Gupte** is Designated Partner in FSL. Also, Mrs. Kshitija Gaurav Gupte is spouse of Mr. Gaurav Jayant Gupte and Mr. Gaurav Jayant Gupte is Chairman and Managing Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).	As per Section 188 and RPT Policy of the Company	5 Crores Each Year	2024-25 2025-26
26	Pruthvi Innovations Limited Liability Partnership ("PIL")	Mrs. Kshitija Gaurav Gupte is Designated Partner in PIL. Mrs. Kshitija Gaurav Gupte is spouse of Mr. Gaurav Jayant Gupte AND Mr. Gaurav Jayant Gupte is Chairman and Managing Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)	As per Section 188 and RPT Policy of the Company	5 Crores Each Year	2024-25 2025-26
27	Profitmonk Innovations Limited Liability	**Mrs. Kshitija Gaurav Gupte** is Designated Partner in PIL.	As per Section 188 and RPT Policy of	5 Crores Each Year	2024-25 2025-26

	Partnership ("PIL")	Mrs. Kshitija Gaurav Gupte is spouse of Mr. Gaurav Jayant Gupte AND Mr. Gaurav Jayant Gupte is Chairman and Managing Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)	the Company		
28	Wardwizard Properties Holdings Private Limited (WPHPL)	**Mr. Yatin Sanjay Gupte** is the Director of WPHPL And also, he is Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).	As per Section 188 and RPT Policy of the Company	5 Crores Each Year	2024-25 2025-26

Moreover, the estimated value of the transaction(s) relating to ongoing sale, purchase or supply of any good(s) or material(s), selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any service(s), appointment of agent for purchase or sale of good(s), material(s), service(s) or property or otherwise disposing of any goods, materials or property or availing or rendering of any services, borrowings/lending of loans and advances, to give premises on rent, to give donation, to give inter corporate deposits, on such term(s) and condition(s) as the Board of Directors may deem fit or appointment of such related party to any office or place of profit in the Company for an amount during the financial year 2024-25 and 2025-26 as mentioned in the below list are likely to exceed the threshold prescribed under Section 188 of The Companies Act, 2013, read with the rules made there and under Regulation 23 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Indian Accounting Standard (IND AS) 24 and will be considered material and therefore would require the approval of shareholders of the Company by a Ordinary Resolution.

The particulars of the Contract (s) /Arrangement (s) /transaction (s) pursuant to sub-rule (3) of Rule 15 of The Companies (Meetings of the Board and its Powers) Rules, 2014 read along with recommended by Audit Committee grant the omnibus approval as per Regulation 23 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular no SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021.

The particulars of transactions to be entered into by the Company with related parties are as follows:

Sr. No	Particulars	1	2	3	4	5
1	**Name of the Related Party**	**Wardwizard Solutions India Pvt Ltd**	**Wardwizard Innovations & Mobility Limited**	**Wardwizard Medicare Pvt Ltd**	**Yatin Sanjay Gupte**	**Sanjay Mahadev Gupte**
2	Name of the Director of KMP who is related	Mr. Yatin Sanjay Gupte is director and Promoter of Wardwizard Solutions India Private Limited	Mr. Yatin Sanjay Gupte is Chairman and Managing director and Promoter of Wardwizard Innovations & and Mobility Ltd	Mr. Yatin Sanjay Gupte and Mrs. Sheetal Mandar Bhalerao are directors of Wardwizard Medicare Private Limited	Mr. Yatin Sanjay Gupte is Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).	Mr. Sanjay Gupte is father of Mr. Yatin Sanjay Gupte and Mr. Yatin Sanjay Gupte is Promoter & Non-Executive - Non Independent Director of Ayoki Mercantile Limited.
3	Nature of Relationship (including nature of interest, financial or otherwise)	Mr. Yatin Sanjay Gupte is the Director and Promoter of WSIPL. Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).	Mr. Yatin Sanjay Gupte is a Chairman and Managing Director & also Promoter of WIML. Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)	Mr. Yatin Sanjay Gupte is a Director of Wardwizard Medicare Private Limited Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited) Mrs. Sheetal Mandar Bhalerao is a director of WMPL & also a	Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).	Mr. Sanjay Gupte is father of Mr. Yatin Sanjay Gupte. Mr. Yatin Sanjay Gupte is Promoter & Non-Executive - Non Independent Director of Ayoki Mercantile Limited.

				Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).		
4	Nature of Transaction	As per Section 188 and RPT Policy of the Company				
5	Tenure of Transaction	F.Y. 2024-25 F.Y. 2025-26	F.Y. 2024-25 F.Y. 2025-26	F.Y. 2024-25 F.Y. 2025-26	F.Y. 2024-25 F.Y. 2025-26	F.Y. 2024-25 F.Y. 2025-26
6	Maximum value of Transactions	30 Crore Each year	30 Crore Each year	30 Crore Each year	30 Crore Each year	5 Crore Each year
7	Type, Material terms and particulars of the proposed transaction	The transaction involves (a)sale, purchase or supply of any goods or materials; (b)selling or otherwise disposing of, or buying, property of any kind; (c)leasing of property of any kind; (d)availing or rendering of any services; (e) The transaction involves payment of Remuneration and Consultancy (f)(Borrowing/Lending (Loans and Advances) during the financial year 2023-24 on such term(s) and condition(s) as the Board of Directors may deem fit.				
8	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	26178.01%	26178.01%	26178.01%	26178.01%	4363.00%
9	Percentage of the listed entity's Subsidiary - annual standalone turnover, for the immediately	Not Applicable				

	preceding financial year, that is represented by the value of the proposed Transaction (In case of RPT involving a Subsidiary)	
10	Details of the source of funds if the transaction related to any loans, inter corporate deposits, advances or investments made or given by listed entity or its subsidiary.	The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company.
11	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments (nature of indebtedness / Cost of Funds and Tenure to be specified)	No
12	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	Unsecured working capital loan/ inter corporate deposit, investment in debt securities, investment in securities where coupon rate is fixed/Short term lending for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates.
13	the purpose for which the funds will be utilized	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ working capital requirements requirements/exigencies of the Related Party

	by the ultimate beneficiary pursuant to the RPT	
14	Justification as to why the RPT is in the interest of the listed entity;	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity.
15	A copy of the Valuation or other external party report, if any such report has been relied upon.	NOT APPLICABLE
16	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	NOT APPLICABLE
17	Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant/ important information forms a part of this Explanatory Statement setting out material facts pursuant to Section 102(1) of The Companies Act, 2013.

Sr.No	**Particulars**	**6**	**7**	**8**	**9**	**10**
1	**Name of the Related Party**	**Mrs. Sheetal Mandar Bhalerao**	**Mr. Gaurav Jayant Gupte**	**Mrs. Kshitija Gaurav Gupte**	**Aadvance Integrated Medicine Solution LLP**	**Mangalam Industrial Finance Limited**
2	Name of the Director of KMP who is related	Mrs. Sheetal Mandar Bhalerao is Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED	Mr. Gaurav Jayant Gupte is Chairman and Managing Director WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki	Mrs. Kshitija Gaurav Gupte is Spouse of Mr. Gaurav Jayant Gupte and Mr. Gaurav Jayant Gupte is Chairman and Managing Director WARDWIZARD HEALTHCARE LIMITED	Mr. Gaurav Jayant Gupte is Designated Partner in Advanced Integrated LLP and Mr. Gaurav Jayant Gupte is Chairman and Managing Director WARDWIZARD	Mr. Yatin Sanjay Gupte is Promoter & Non-Executive - Non Independent Director of Mangalam Industrial Finance Limited

		(Formerly known as Ayoki Merchantile Limited).	Merchantile Limited)	(Formerly known as Ayoki Merchantile Limited)	HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)	
3	Nature of Relationship (including nature of interest, financial or otherwise)	Mrs. Sheetal Mandar Bhalerao is Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).	Mr. Gaurav Jayant Gupte is Chairman and Managing Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)	Mrs. Kshitija Gaurav Gupte is Spouse of Mr. Gaurav Jayant Gupte. Mr. Gaurav Jayant Gupte is Chairman and Managing Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)	Mr. Gaurav Jayant Gupte is a Designated Partner in AIMSL. AND also, he is a Chairman and Managing Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)	Mr. Yatin Sanjay Gupte is Promoter & Non-Executive – Non Independent Director of MIFL & also Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).
4	Nature of Transaction	As per Section 188 and RPT Policy of the Company				
5	Tenure of Transaction	F.Y. 2024-25 F.Y. 2025-26	F.Y. 2024-25 F.Y. 2025-26	F.Y. 2024-25 F.Y. 2025-26	F.Y. 2024-25 F.Y. 2025-26	F.Y. 2024-25 F.Y. 2025-26
6	Maximum value of Transactions	25 Crore Each year	25 Crore Each year	5 Crore Each year	10 Crore Each year	15 Crore Each year
7	Type, Material terms and particulars of the proposed transaction	The transaction involves (a)sale, purchase or supply of any goods or materials; (b)selling or otherwise disposing of, or buying, property of any kind; (c)leasing of property of any kind; (d)availing or rendering of any services; (e) The transaction involves payment of Remuneration and Consultancy (f)(Borrowing/Lending (Loans and Advances) during the financial year 2023-24 on such term(s) and condition(s) as the Board of Directors may deem fit.				
8	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year,	21815.01%	21815.01%	4363.00%	8726.00%	13089.01%

	that is represented by the value of the proposed transaction					
9	Percentage of the listed entity's Subsidiary - annual standalone turnover, for the immediately preceding financial year, that is represented by the value of the proposed Transaction (In case of RPT involving a Subsidiary)	Not Applicable				
10	Details of the source of funds if the transaction related to any loans, inter corporate deposits, advances or investments made or given by listed entity or its subsidiary.	The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company.				
11	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments (nature of indebtedness / Cost of Funds and Tenure to be specified)	No				

12	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	Unsecured working capital loan/ inter corporate deposit, investment in debt securities, investment in securities where coupon rate is fixed/Short term lending for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates.
13	the purpose for which the funds will be utilized by the ultimate beneficiary pursuant to the RPT	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ working capital requirements requirements/exigencies of the Related Party
14	Justification as to why the RPT is in the interest of the listed entity;	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity.
15	A copy of the Valuation or other external party report, if any such report has been relied upon.	NOT APPLICABLE
16	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	NOT APPLICABLE
17	Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant/ important information forms a part of this Explanatory Statement setting out material facts pursuant to Section 102(1) of The Companies Act, 2013.

Sr.No	Particulars	11	12	13	14	15
1	Name of the Related Party	**I Secure Credit & Capital Services Limited**	**Dhanwanthari Health & Wellness Solutions Private Ltd**	**Kerala Health and Wellness Solutions Limited Liability Partnership**	**Wardwizard Foods and Beverages Limited**	**JZ Hospitality Private Limited**
2	Name of the Director of KMP who is related	Mr. Yatin Sanjay Gupte is Promoter & Non-Executive - Non Independent Director of I Secure Credit & Capital Services Limited	Mr. Gaurav Jayant Gupte is Director in Dhanwanthari Health & Wellness Solutions Private Limited	Mr. Gaurav Jayant Gupte and Mr. Yatin Sanjay Gupte are Designated Partners in Kerala Health and Wellness Solutions Limited Liability Partnership	Mr. Yatin Sanjay Gupte is Promoter & Non-Executive - Non Independent Director of Wardwizard Foods and Beverages Limited And Mrs.Sheetal Mandar Bhalerao is Promoter & Chairperson & Managing Director of Wardwizard Foods and Beverages Limited	Mr. Mandar Bhalerao is Director & Promoter of JZ Hospitality Private Limited and Mr. Mandar Bhalerao is Spouse of Mrs. Sheetal Mandar Bhalerao.
3	Nature of Relationship (including nature of interest, financial or otherwise)	Mr. Yatin Sanjay Gupte is Promoter & Non-Executive - Non Independent Director of ISCCSL. Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki	Mr. Gaurav Jayant Gupte is a Director in DHWSPL. He is a Chairman and Managing Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)	Mr. Gaurav Jayant Gupte is Designated Partner in KHWSL And also, he is a Chairman and Managing Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited) Mr. Yatin Sanjay Gupte is a	Mr. Yatin Sanjay Gupte is Promoter & Non-Executive - Non Independent Director of WFBL. And also, he is a Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE	Mr. Mandar Bhalerao is Director & Promoter of JHPL And also, Mr. Mandar Bhalerao is Spouse of Mrs. Sheetal Mandar Bhalerao. Mrs. Sheetal Mandar Bhalerao is Promoter and Non-Executive Non-

		Merchantile Limited)		Designated Partner of KHWSL AND also the Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)	LIMITED (Formerly known as Ayoki Merchantile Limited). Mrs. Sheetal Mandar Bhalerao is Promoter & Chairperson & Managing Director of WFBL And also, she is also Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)	Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).
4	Nature of Transaction	As per Section 188 and RPT Policy of the Company				
5	Tenure of Transaction	F.Y. 2024-25 F.Y. 2025-26	F.Y. 2024-25 F.Y. 2025-26	F.Y. 2024-25 F.Y. 2025-26	F.Y. 2024-25 F.Y. 2025-26	F.Y. 2024-25 F.Y. 2025-26
6	Maximum value of Transactions	10 Crore Each Year	10 Crore Each Year	5 Crore Each Year	30 Crore Each Year	5 Crore Each Year

7	Type, Material terms and particulars of the proposed transaction	The transaction involves (a)sale, purchase or supply of any goods or materials; (b)selling or otherwise disposing of, or buying, property of any kind; (c)leasing of property of any kind; (d)availing or rendering of any services; (e) The transaction involves payment of Remuneration and Consultancy (f)(Borrowing/Lending (Loans and Advances) during the financial year 2023-24 on such term(s) and condition(s) as the Board of Directors may deem fit.				
8	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	8726.00%	8726.00%	4363.00%	26178.01%	4363.00%
9	Percentage of the listed entity's Subsidiary - annual standalone turnover, for the immediately preceding financial year, that is represented by the value of the proposed Transaction (In case of RPT involving a Subsidiary)	Not Applicable				
10	Details of the source of funds if the transaction related to any loans, inter corporate deposits, advances or investments made or given by	The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company.				

	listed entity or its subsidiary.	
11	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments (nature of indebtedness / Cost of Funds and Tenure to be specified)	No
12	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	Unsecured working capital loan/ inter corporate deposit, investment in debt securities, investment in securities where coupon rate is fixed/Short term lending for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates.
13	the purpose for which the funds will be utilized by the ultimate beneficiary pursuant to the RPT	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ working capital requirements requirements/exigencies of the Related Party
14	Justification as to why the RPT is in the interest of the listed entity;	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity.
15	A copy of the Valuation or other external party report, if any such report has been relied upon.	NOT APPLICABLE

16	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	NOT APPLICABLE
17	Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant/ important information forms a part of this Explanatory Statement setting out material facts pursuant to Section 102(1) of The Companies Act, 2013.

Sr.No	Particulars	16	17	18	19	20
1	Name of the Related Party	**Yatin S Gupte (HUF)**	**Mr. Mandar Bhalerao**	**Wardwizard Foundation**	**Kolumbus Medicare Services Private Limited**	**Dhawin & Associates**
2	Name of the Director of KMP who is related	Mr. Yatin Sanjay Gupte is Karta of Yatin S Gupte (HUF).	Mr. Mandar Bhalerao is Spouse of Mrs. Sheetal Mandar Bhalerao	Mrs. Sheetal Bhalerao, Mr. Yatin Gupte and Mr. Gaurav Gupte are Trustees of Wardwizard Foundation	Mr. Yatin Sanjay Gupte is Director of Kolumbus Medicare Services Private Limited	Yatin S Gupte (HUF) is the partner in Dhawin & Associates through its Karta.

3	Nature of Relationship (including nature of interest, financial or otherwise)	Mr. Yatin S Gupte is Karta of Yatin Gupte (HUF). Mr. Yatin Sanjay Gupte is Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)	Mr. Mandar Bhalerao is Spouse of Mrs. Sheetal Mandar Bhalerao And also, Mrs. Sheetal Mandar Bhalerao is Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).	Mrs. Sheetal Bhalerao, Mr. Yatin Sanjay Gupte and Mr. Gaurav Jayant Gupte are Trustee of Wardwizard Foundation And also, Mrs. Sheetal Mandar Bhalerao is Promoter and Non-Executive Non- Independent Director, Mr. Yatin Sanjay Gupte is Promoter and Non-Executive Non- Independent Director and Mr. Gaurav Jayant Gupte is Chairman and Managing Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)	Mr. Yatin Sanjay Gupte is Director of KMSPL And also, he is Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).	Yatin S Gupte (HUF) is the partner in Dhawin & Associates through its Karta, Mr. Yatin Sanjay Gupte and Mr. Yatin Sanjay Gupte is Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).
4	Nature of Transaction	As per Section 188 and RPT Policy of the Company				
5	Tenure of Transaction	F.Y. 2024-25 F.Y. 2025-26	F.Y. 2024-25 F.Y. 2025-26	F.Y. 2024-25 F.Y. 2025-26	F.Y. 2024-25 F.Y. 2025-26	F.Y. 2024-25 F.Y. 2025-26
6	Maximum value of Transactions	10 Crore Each year	5 Crore Each year	5 Crore Each year	30 Crore Each year	5 Crore Each year
7	Type, Material terms and particulars of the proposed transaction	The transaction involves (a)sale, purchase or supply of any goods or materials; (b)selling or otherwise disposing of, or buying, property of any kind; (c)leasing of property of any kind; (d)availing or rendering of any services; (e) The transaction involves payment of Remuneration and Consultancy (f)(Borrowing/Lending (Loans and Advances) during the financial year 2023-24 on such term(s) and condition(s) as the Board of Directors may deem fit.				

8	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	8726.00%	4363.00%	4363.00%	26178.01%	4363.00%
9	Percentage of the listed entity's Subsidiary - annual standalone turnover, for the immediately preceding financial year, that is represented by the value of the proposed Transaction (In case of RPT involving a Subsidiary)	Not Applicable				
10	Details of the source of funds if the transaction related to any loans, inter corporate deposits, advances or investments made or given by listed entity or its subsidiary.	The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company.				
11	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments (nature of indebtedness / Cost of Funds and Tenure to be specified)	No				
12	applicable terms, including covenants, tenure, interest rate and repayment	Unsecured working capital loan/ inter corporate deposit, investment in debt securities, investment in securities where coupon rate is fixed/Short term lending for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates.				

	schedule, whether secured or unsecured; if secured, the nature of security;	
13	the purpose for which the funds will be utilized by the ultimate beneficiary pursuant to the RPT	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ working capital requirements requirements/exigencies of the Related Party
14	Justification as to why the RPT is in the interest of the listed entity;	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity.
15	A copy of the Valuation or other external party report, if any such report has been relied upon.	NOT APPLICABLE
16	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	NOT APPLICABLE
17	Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant/ important information forms a part of this Explanatory Statement setting out material facts pursuant to Section 102(1) of The Companies Act, 2013.

Sr.No	Particulars	21	22	23	24	25
1	Name of the Related Party	**The Square Foot Company**	**Kerala Therapy Stations Limited Liability Partnership**	**Hollygav Solutions Limited Liability Partnership**	**Bharadwaj Ayurvedics (India) Private Limited**	**FINOLOGICS SOLUTIONS Limited Liability Partnership**
2	Name of the Director of KMP who is related	Yatin S Gupte (HUF) is the partner in The Square Foot Company through its Karta.	Mr. Gaurav Jayant Gupte is Designated Partner in Kerala Therapy Stations Limited Liability Partnership	Mr. Gaurav Jayant Gupte is Designated Partner in Hollygav Solutions Limited Liability Partnership	Mr. Gaurav Jayant Gupte is Director in Bharadwaj Ayurvedics (India) Private Limited	Mrs. Kshitija Gaurav Gupte is Designated Partner in Finologics Solutions Limited Liability Partnership.
3	Nature of Relationship (including nature of interest, financial or otherwise)	Yatin S Gupte (HUF) is the partner in The Square Foot Company through its Karta, and Mr. Yatin Sanjay Gupte is Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)	Mr. Gaurav Jayant Gupte is Designated Partner in KTSL And also, Mr. Gaurav Jayant Gupte is Chairman and Managing Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)	Mr. Gaurav Jayant Gupte is Designated Partner in HSL And also, Mr. Gaurav Jayant Gupte is Chairman and Managing Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)	Mr. Gaurav Jayant Gupte is Director in BAIPL And also, Mr. Gaurav Jayant Gupte is Chairman and Managing Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)	Mrs. Kshitija Gaurav Gupte is Designated Partner in FSL. Also, Mrs. Kshitija Gaurav Gupte is spouse of Mr. Gaurav Jayant Gupte and Mr. Gaurav Jayant Gupte is Chairman and Managing Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)
4	Nature of Transaction	As per Section 188 and RPT Policy of the Company				
5	Tenure of Transaction	F.Y. 2024-25 F.Y. 2025-26	F.Y. 2024-25 F.Y. 2025-26	F.Y. 2024-25 F.Y. 2025-26	F.Y. 2024-25 F.Y. 2025-26	F.Y. 2024-25 F.Y. 2025-26
6	Maximum value of Transactions	5 Crore Each Year	5 Crore Each Year	5 Crore Each Year	5 Crore Each Year	5 Crore Each Year

7	Type, Material terms and particulars of the proposed transaction	The transaction involves (a)sale, purchase or supply of any goods or materials; (b)selling or otherwise disposing of, or buying, property of any kind; (c)leasing of property of any kind; (d)availing or rendering of any services; (e) The transaction involves payment of Remuneration and Consultancy (f)(Borrowing/Lending (Loans and Advances) during the financial year 2023-24 on such term(s) and condition(s) as the Board of Directors may deem fit.				
8	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	4363.00%	4363.00%	4363.00%	4363.00%	4363.00%
9	Percentage of the listed entity's Subsidiary - annual standalone turnover, for the immediately preceding financial year, that is represented by the value of the proposed Transaction (In case of RPT involving a Subsidiary)	Not Applicable				
10	Details of the source of funds if the transaction related to any loans, inter corporate deposits, advances or investments made or given by listed entity or its subsidiary.	The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company.				
11	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments (nature of indebtedness / Cost of Funds and Tenure to be specified)	No				

12	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	Unsecured working capital loan/ inter corporate deposit, investment in debt securities, investment in securities where coupon rate is fixed/Short term lending for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates.
13	the purpose for which the funds will be utilized by the ultimate beneficiary pursuant to the RPT	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ working capital requirements requirements/exigencies of the Related Party
14	Justification as to why the RPT is in the interest of the listed entity;	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity.
15	A copy of the Valuation or other external party report, if any such report has been relied upon.	NOT APPLICABLE
16	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	NOT APPLICABLE
17	Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant/ important information forms a part of this Explanatory Statement setting out material facts pursuant to Section 102(1) of The Companies Act, 2013.

Sr.No	**Particulars**	**26**	**27**	**28**	
1	Name of the Related Party	**Pruthvi Innovations Limited Liability Partnership**	**Profitmonk Innovations Limited Liability Partnership**	**Wardwizard Properties Holdings Private Limited (WPHPL)**	
2	Name of the Director of KMP who is related	Mrs. Kshitija Gaurav Gupte is Designated Partner in Pruthvi Innovations Limited Liability Partnership.	Mrs. Kshitija Gaurav Gupte is Designated Partner in Profitmonk Innovations Limited Liability Partnership.	Mr. Yatin Sanjay Gupte	

3	Nature of Relationship (including nature of interest, financial or otherwise)	Mrs. Kshitija Gaurav Gupte is Designated Partner in PIL. Mrs. Kshitija Gaurav Gupte is spouse of Mr. Gaurav Jayant Gupte AND Mr. Gaurav Jayant Gupte is Chairman and Managing Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)	Mrs. Kshitija Gaurav Gupte is Designated Partner in PIL. Mrs. Kshitija Gaurav Gupte is spouse of Mr. Gaurav Jayant Gupte AND Mr. Gaurav Jayant Gupte is Chairman and Managing Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)	Mr. Yatin Sanjay Gupte is Director of WPHPL And also, he is Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).	
4	Nature of Transaction	As per Section 188 and RPT Policy of the Company	As per Section 188 and RPT Policy of the Company	As per Section 188 and RPT Policy of the Company	
5	Tenure of Transaction	F.Y. 2024-25 F.Y. 2025-26	F.Y. 2024-25 F.Y. 2025-26	F.Y. 2024-25 F.Y. 2025-26	
6	Maximum value of Transactions	5 Crore Each Year	5 Crore Each Year	5 Crore Each Year	
7	Type, Material terms and particulars of the proposed transaction	The transaction involves (a)sale, purchase or supply of any goods or materials; (b)selling or otherwise disposing of, or buying, property of any kind; (c)leasing of property of any kind; (d)availing or rendering of any services; (e) The transaction involves payment of Remuneration and Consultancy (f)(Borrowing/Lending (Loans and Advances) during the financial year 2023-24 on such term(s) and condition(s) as the Board of Directors may deem fit.			
8	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	4363.00%	4363.00%	4363.00%	

9	Percentage of the listed entity's Subsidiary - annual standalone turnover, for the immediately preceding financial year, that is represented by the value of the proposed Transaction (In case of RPT involving a Subsidiary)	Not Applicable
10	Details of the source of funds if the transaction related to any loans, inter corporate deposits, advances or investments made or given by listed entity or its subsidiary.	The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company.
11	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments (nature of indebtedness / Cost of Funds and Tenure to be specified)	No
12	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	Unsecured working capital loan/ inter corporate deposit, investment in debt securities, investment in securities where coupon rate is fixed/Short term lending for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates.
13	the purpose for which the funds will be utilized by the ultimate beneficiary pursuant to the RPT	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ working capital requirements requirements/exigencies of the Related Party
14	Justification as to why the RPT is in the interest of the listed entity;	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity.
15	A copy of the Valuation or other	Not Applicable

	external party report, if any such report has been relied upon.	
16	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	Not Applicable
17	Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant/ important information forms a part of this Explanatory Statement setting out material facts pursuant to Section 102(1) of The Companies Act, 2013.

ITEM NO. 4:
INCREASING BORROWING LIMITS OF THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180 (1)(c) OF THE COMPANIES ACT, 2013

Provisions of Section 180(1)(c) of the Companies Act, 2013 read with the Rules, if any, made there under ("the Act") provide that the Board of Directors of the Company shall not, except with the consent of Members by Special Resolution, borrow money together with the monies already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of its paid-up capital, free reserves and securities premium.

The Board of Directors of the Company envisages requirement of funds in future to support the business operations of the Company and accordingly, it is proposed to increase the maximum long-term borrowing limit with the consent of the Shareholders in this General Meeting by a **Special Resolution**, borrow the monies apart from temporary loans (loans viz., means loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature) where the monies to be borrowed together with the monies already borrowed does not exceed a **sum of ₹ 2,00,00,00,000/- (Rupees Two Hundred Crore Only)** by way of fund based facilities and **sum of ₹ 2,00,00,00,000/- (Rupees Two Hundred Crore Only)** by way of non-fund based facilities over and above the aggregate, of the paid-up share capital and free reserves of the Company. from banks, Financial Institution(s), foreign lender(s), anybody corporate entity(ies), authority(ies), any persons or other entities in the ordinary course of business.

Hence, Consent of the Members is sought by way of **Special Resolution** as set out in item No. 4 of the accompanying Notice pursuance to Section 180 (1)(c) of The Companies Act, 2013 and other applicable provisions. The Board of Directors accordingly recommends passing this Special Resolution set out in Item No. 4 of the accompanying notice for the approval of the Members.

None of the directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution set out at item No. 4 of the Notice for the approval of the Members 5except to the extent to their shareholding.

ITEM NO. 5:

APPROVAL FOR INCREASE IN LIMITS UNDER SECTON 180 (1) (a) OF THE COMPANIES ACT, 2013 FOR SECURITIZATION/ DIRECT ASSIGNMENT AND CREATING CHARGE ON THE ASSETS OF THE COMPANY

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings; provided consent by way of **Special Resolution** by the Shareholders of the Company has been obtained.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create the charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

Keeping in view the future plans of the Company and to fulfil long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on **August 29, 2024** has, subject to the approval of shareholders of the Company, proposed and approved for seeking the shareholder approval for setting up limit upto an aggregate limit of **sum of ₹ 2,00,00,00,000/- (Rupees Two Hundred Crore Only).** under Section 180(1)(a) of the Companies Act, 2013 due to the sanction of limits under Section 180(1)(c) of the Companies act, 2013.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out on Item No.5 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution on Item no. 5 of the accompanying notice. The Board recommends the resolution at Item no.6 to be passed as **Special Resolution.**

ITEM NO. 6:

AUTHORISATION TO ADVANCE LOAN OR GIVE GUARANTEE OR PROVIDE SECURITY IN CONNECTION WITH LOAN AVAILED BY ANY PERSON IN WHOM ANY OF THE DIRECTORS OF THE COMPANY IS INTERESTED UNDER SECTION 185 OF THE COMPANIES ACT 2013.

As per Section 185 of The Companies Act, 2013 a company may advance any loan including any loan represented by a book debt, or give guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested, subject to the condition that:

a. Special Resolution is passed by the Company in the general meeting
b. The loans are utilized by the borrowing company for its principal business activities.

The Loan amount to the extent of **₹ 100,00,00,000/- (Rupees One Hundred crore Only)** to be lent and will be used by the borrowing company for the purpose of its principal business activity.

None of the Directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding.

The Board commends the passing of the **Special Resolution** set out at item No. 6 of accompanying notice.

ITEM NO. 7:
AUTHORISATION TO MAKE INVESTMENTS, GIVE LOAN(S), GIVE GUARANTEE(S) AND PROVIDE SECURITY (IES) BY THE COMPANY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company has been making investments in, giving loans and guarantees and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary or associates, if any) for the purpose of their business activities, from time to time, in compliance with the applicable provisions of the Act. The Board of Directors intends to provide loan, investment, guarantee and security to other person(s) and/or Body Corporate(s) in view of company's strategic plans.

Hence, as per sub-section (2) & (3) of Section 186 of The Companies Act, 2013, a Company is required to obtain the prior approval of the members through special resolution, in case the Company wants to-

a. Give any loan to any person or other body corporate;
b. Give any guarantee or provide security in connection with a loan to any other body corporate or person; and
c. Acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

Exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account or 100% of its free reserve and securities premium account, whichever is more.

Your company is growing and therefore in order to capitulate the various opportunities of the prevailing industry, the Board of directors is seeking approval of the members pursuant to Section 186 of The Companies Act, 2013 over and above the limit as specified in the resolution No. 7.

None of the Directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding.

The Board commends the passing of the **Special Resolution** set out at item No. 7 of accompanying notice.

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

Date: 29/08/2024
Place: Vadodara

REGISTERED OFFICE

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

CORPORATE OFFICE

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

CONTACT DETAILS

+91 6359158825

EMAIL

ayoki1985@gmail.com

WEBSITE

www.ayokimerchantile.com

ANNEXURE-A

Details of the Directors seeking re-appointment at the forthcoming Annual General Meeting Pursuant to Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings (SS-2).

Name of Director	Yatin Sanjay Gupte
Fathers' Name	Sanjay Mahadev Gupte
Date of Birth	15th August, 1978
Date of First Appointment of the Board	11th August, 2023
DIN	07261150
Qualifications	Master of Business Administration (M.B.A Exe.) in Insurance
Brief Resume & Expertise in specific Functional areas	Sales & Marketing, Business Development, Client Servicing, Renewals and Operations, Insurance
Skills and Capabilities required for the Role and the manner in which he meets such requirements	He has more than 25+ years of experience in the areas of Sales & Marketing, Business Development, Client Servicing, Renewals and Operations (including 11 years of experience in Insurance). He is a Master of Business Administration (M.B.A Exe.) in Insurance from Bhartiya Shiksha Parishad, Uttar Parishad. With a vision to leave a mark with his world class innovations, Mr. Gupte is on his journey to nurture dynamic leaders for tomorrow while transforming the entire ecosystem by offering viable solutions.
Terms and conditions of Appointment / Re-appointment	Not applicable
Details of remuneration sought to be Paid	Sitting Fees, reimbursement of expenses for participation in the Board and its Committee meetings and Commission, if any, will be paid as approved by the Board of Directors of the Company or Members of the Company, as the case may be.
Details of Remuneration last drawn	NIL
No. of Board meetings attended	6 (Six)
Directorship held in other Companies (along with listed entities from which the person has resigned in the past three years)	1. Wardwizard Innovations & Mobility Limited 2. Wardwizard Foods And Beverages Limited 3. I-Secure Credit & Capital Services Limited 4. Mangalam Industrial Finance Ltd 5. Wardwizard Healthcare Limited 6. Wardwizard Solutions India Private Limited 7. Wardwizard Medicare Private Limited 8. Kolumbus Medicare Services Private Limited

	9. Bluebells Insurance Broking Private Limited 10. Wardwizard Global Pte. Ltd. 11. LCL Aviation Private Limited 12. Dhanwanthari Health And Wellness Solutions Private Limited 13. JZ Hospitality Private Limited 14. Wardwizard Properties Holdings Limited 15. Clean EV Technologies Private Limited
Chairman / Membership of Committees in other Companies (along with listed entities from which the person has resigned in the past three years)	**Wardwizard Foods and Beverages Limited** Audit Committee – Member **Mangalam Industrial Finance Limited** Audit Committee – Member Stakeholders Relationship Committee- Member Nomination & Remuneration Committee – Member Rights Issue Committee – Member **I Secure Credit & Capital Services Limited** Nomination & Remuneration Committee – Member **Wardwizard Innovations & Mobility Limited** Audit Committee - Member Fund Raising Committee – Member Risk Management Committee – Member Corporate Social Responsibility Committee – Member **Wardwizard Healthcare Limited** Stakeholders Relationship Committee – Member
No. of Shares held in the Company (including shares held as a beneficial owner)	90,750 37.04 %
Relationship with any Director, Manager and Key Managerial Personnel (KMP) of the Company	Mr. Gaurav Jayant Gupte and Mr. Yatin Sanjay Gupte are Business Partners Mr. Yatin Sanjay Gupte and Mrs. Sheetal Mandar Bhalerao are Business Partners

BOARD'S REPORT

Dear Members,

Your Directors have immense pleasure in presenting the **40th** Report of the Board of Directors ("Board") on the business and operations of the Company, together with Financial Statements for the Financial Year ended March 31, 2024.

1. FINANCIAL HIGHLIGHTS:

Your Company's financial performance for the year ended March 31, 2024 is as below:

(Rs. In Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Revenue from Operation	11.10	13.50
Other Income	0.36	0.15
Total Income – A	**11.46**	**13.65**
Cost of Materials consumed	-	-
Employees Benefit Expenses	19.43	10.03
Finance costs	2.55	-
Depreciation and Amortization Expenses	8.07	-
Other Expenses	23.08	6.50
Total Expenses – B	**53.13**	**16.53**
Profit / Loss Before - C = (A-B)	**(41.67)**	**(2.88)**
Profit / Loss from Ordinary Activities Before Finance Cost		-
Finance Cost		-
Profit / Loss from Ordinary Activities after Finance Cost		-
Current Tax		-
Excess Tax Provision for Earlier Year & Deferred Expenses	3.66	0.22
Deferred Tax	-0.47	-
Total Taxes – D	3.19	0.22
Profit / (Loss) for the year - E= (C-D)	**(44.87)**	**(3.10)**
Paid up Equity Share Capital - F	24.50	24.50
Earnings per share – G = (E/F)	**(18.31)**	**(1.27)**

2. STATE OF COMPANY AFFAIRS & CHANGE IN BUSINESS

The Company has engaged in the Business of Hospital Activities, providing Healthcare Services, Activities of Ayurveda Practitioners. There has been no change in the business of the Company during the Financial Year ending on March 31, 2024.

TAKEOVER THE EXISTING BUSINESS OF THE COMPANY:

The open offer for the acquisition of 1,47,000 fully paid-up equity shares at an offer price of Rs. 10 /- per equity share representing 60% of the total paid-up capital i.e. 2,45,000 and voting rights of Ayoki Merchantile Limited were acquired by the acquirers and open offer was closed on 05/10/2023, after closing of the open offer, there was a substantial change of shareholding and change of control in the Company and the Acquires have been categorised as "Promoters" of the Company

CHANGE IN NAME OF THE COMPANY

The Ministry of Corporate Affairs issued the Certificate for Name change from Ayoki Merchantile Limited to Wardwizard Healthcare Limited on 11/12/2023

CHANGE IN OBJECT OF THE COMPANY

The Ministry of Corporate Affairs issued the certificate for change of Object Clause of the Memorandum of Association issued on 28/11/2023.

INDIAN ACCOUNTING STANDARDS

The Financial Statements for the year ended on March 31, 2024 have been prepared in accordance with the Companies (Indian Accounting Standard) Rules, 2015, prescribed under Section 133 of the Companies Act, 2013 ('the Act') and other recognized accounting practices and policies to the extent applicable.

3. DIVIDEND

The Board of Directors of your company has not recommended any dividend for the current Financial Year 2023-24 considering that the Company has incurred loss for the year.

4. UNCLAIMED DIVIDENDS AND SHARES TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Since there was no unpaid/unclaimed Dividend declared and paid in the previous year, the provisions of Section 125 of the Companies Act, 2013 do not apply to the Company.

5. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

There are no shares in the demat suspense account or unclaimed suspense account.

6. DETAILS OF TRANSFER TO RESERVES

The Board of Directors of your Company has decided not to transfer any amount to the Reserves due to the absence of any profits for the Financial Year 2023-24.

7. LISTING ON STOCK EXCHANGES

The Company's equity shares are listed on The BSE Limited (Scrip Code: 512063). The Company has paid the Annual Listing Fees for the Financial Year 2023-24 to the said Stock Exchange as required.

8. SHARE CAPITAL

The Company's paid-up equity share capital as on March 31, 2024 was Rs. 24.50 lakhs. There is no change in the share capital of the Company during the period under review.

a) BUY BACK OF SECURITIES

The Company has not bought back any of its securities during the year under review.

b) SWEAT EQUITY

The Company has not issued any Sweat Equity Shares during the year under review.

c) BONUS SHARES

No Bonus Shares were issued during the year under review.

d) EMPLOYEES STOCK OPTION PLAN

The Company has not provided any Stock Option Scheme to the employees.

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL

DIRECTORS

During the year under review, there is a change in the composition of the Board as stated below:

Sr. No.	Name of Director	DIN	Designation
1.	Mr. Gaurav Jayant Gupte (Appointed on August 11, 2023)	06741475	Chairman and Managing Director
2.	Mr. Yatin Sanjay Gupte (Appointed on August 11, 2023)	07261150	Non-Executive Non-Independent Director
3.	Mrs. Sheetal Mandar Bhalerao (Appointed on August 11, 2023)	06453413	Non-Executive Non-Independent Director
4.	Mr. Dharmendra Ramabhai Bhaliya (Appointed on August 11, 2023)	10176412	Non-Executive Independent Director
5.	Mrs. Mansi Jayendra Bhatt (Appointed on August 11, 2023)	10177722	Non-Executive Independent Director
6.	Mr. Kamal Ashwinbhai Lalani (Appointed on August 11, 2023)	09141815	Non-Executive Independent Director
7.	Mr. Mitesh Ghanshyambhai Rana (Appointed on February 29, 2024)	06770916	Non-Executive Independent Director
8.	Mr. Paresh Prakashbhai Thakkar (Appointed on February 29, 2024)	08265981	Non-Executive Independent Director
9.	Mr. Kamal Ashwinbhai Lalani (Resigned on February 8, 2024)	09141815	Non-Executive Independent Director
10.	Mr. Joydeep Mazumder (Resigned on 11th August, 2023)	08069899	Whole time Director and Managing Director
11.	Mrs. Munmun Mandal (Resigned on 11th August, 2023)	02493057	Non-Executive Non-Independent Director
12	Mr. Adipta Majumder (Resigned on 11th August, 2023	07977610	Non-Executive Non- Independent Director
13	Mr. Subhendu Saha (Resigned on 11th August, 2023)	02493057	Non-Executive Independent Director
14	Mr. Dipankar Majumder (Resigned on 11th August, 2023)	07390226	Non-Executive Independent Director

15	Mrs. Ankita Chanda (Resigned on 11th August, 2023)	08535397	Non-Executive Independent Woman Director

RETIRE BY ROTATION

At the 40th Annual General Meeting (AGM), the following appointment/re-appointment is being proposed:
Mr. Yatin Sanjay Gupte (DIN-07261150) (Non-Executive Non-Independent Director) shall retire by rotation and being eligible, offers himself, for reappointment. Details of the proposal for the re-appointment of Mr. Yatin Sanjay Gupte (DIN-07261150) (Non-Executive Non-Independent Director), along with his brief resume is mentioned in the Explanatory Statement under Section 102 of the Act and disclosure under Regulation 36(3) of the Listing Regulations as annexed to the Notice of the 40th Annual General Meeting. The Board recommends the re-appointment /appointment of the above Director.

KEY MANAGERIAL PERSONNEL

The Company has the following persons as Key Managerial Personnel under the Companies Act, 2013:

Sr. No.	Name of Key Managerial Person	Designation
1.	Mr. Dharmeshkumar Ashwinbhai Chauhan (Appointed on September 4, 2023)	Company Secretary & Compliance Officer
2.	Mrs. Mittal Patel (Appointed on August 11, 2023)	Chief Financial Officer
3.	Mr. Gouranga Lal Kundu (Resigned on August 31, 2023)	Company Secretary & Compliance Officer
4.	Mr. Partha Saha (Resigned on August 11, 2023)	Chief Financial Officer

10. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the financial year under review, regular meetings of the Board are held at least once in a quarter inter-alia to review the quarterly results of the Company and to discuss and decide on various business policies strategies and other businesses. The Board of Directors of the Company met **9 (Nine)** times to transact the business of the Company in accordance with Regulation 17 of SEBI (LODR) Regulation 2015, and /or provisions contained in Section 173(1) of the Companies Act read with Rules made thereunder. The Board meetings are held on following dates during the year.

Sr. No.	Date	Day
1	May 12, 2023	Friday
2	July 27, 2023	Thursday
3	August 11, 2023	Friday
4	August 31, 2023	Thursday
5	October 12, 2023	Thursday
6	November 3, 2023	Friday
7	November 25, 2023	Saturday
8	February 1, 2024	Thursday
9	February 29, 2024	Thursday

Details of the attendance of the Directors at the Board meetings held during the year ended March 31, 2024 are as follows:

Name of the Director	Number of Board Meetings	
	Entitled to attend	Attended
Mr. Joydeep Mazumder	2	2
Mrs. Munmun Mandal	2	2
Mr. Adipta Majumder	2	2
Mr. Subhendu Saha	2	2
Mr. Dipankar Majumder	2	2
Mrs. Ankita Chanda	2	2
Mr. Gaurav Jayant Gupte	7	7
Mr. Yatin Sanjay Gupte	7	6
Mrs. Sheetal Mandar Bhalerao	7	7
Mr. Dharmendra Ramabhai Bhaliya	7	7
Mrs. Mansi Jayendra Bhatt	7	7
Mr. Kamal Ashwinbhai Lalani	6	6
Mr. Mitesh Ghanshyambhai Rana	1	1
Mr. Paresh Prakashbhai Thakkar	1	1

11. AUDIT COMMITTEE

Pursuant to the provisions of Section 177 (8) of the Companies Act 2013 read with Rules 6 & 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013, the details pertaining to the constitution of the Audit Committee are herein provided

Name of the Director	Designation in Committee	Category	Date of Appointment in Committee	Cessation Date
Mrs. Mansi Jayendra Bhatt	Chairperson	Non-Executive Independent Director	August 11, 2023	NA
Mr. Dharmendra Ramabhai Bhaliya	Member	Non-Executive Independent Director	August 11, 2023	NA
Mr. Mitesh Ghanshyambhai Rana *	Member	Non-Executive Independent Director	February 29, 2024	NA
Mr. Paresh Prakashbhai Thakkar *	Member	Non-Executive Independent Director	February 29, 2024	NA
Mr. Kamal Ashwinbhai Lalani *	Member	Non-Executive Independent Director	August 11, 2023	February 8, 2024
Mr. Gaurav Jayant Gupte	Member	Managing Director	August 11, 2023	NA

* Mr. Mitesh Ghanshyambhai Rana and Mr. Paresh Prakashbhai Thakkar were introduced into the Audit Committee in the Board Meeting held on February 29, 2024 in reference to the resignation of Mr. Kamal Ashwinbhai Lalani from the Company

Meetings and Attendance during the year

4 (Four) Audit Committee meetings were held during FY 2023-24. The meetings were held on the following dates:

Sr. No.	Date of Audit Committee Meeting
1.	11-08-2023
2.	31-08-2023
3.	03-11-2023
4.	01-02-2024

Attendance of Directors in the meetings are as under:

Name of Director	No. of Meetings held during the tenure of Membership	No. of Meetings Attended
Mrs. Mansi Jayendra Bhatt	4	4
Mr. Dharmendra Ramabhai Bhaliya	4	4
Mr. Mitesh Ghanshyambhai Rana	0	0
Mr. Paresh Prakashbhai Thakkar	0	0
Mr. Kamal Ashwinbhai Lalani	4	4
Mr. Gaurav Jayant Gupte	3	3

Further as per Section 177(8) of the Act, as amended from time to time, there have been no instances during the year where recommendations of the Audit Committee were not accepted by the Board of Directors.

The minutes of the Audit Committee are reviewed by the Board at its subsequent meetings.

The previous Annual General Meeting (AGM) of the Company was held on September 29, 2023 and the same was attended by the Chairperson of the Audit Committee.

The Company Secretary of the Company act as the Secretary of the Audit Committee.

12. NOMINATION AND REMUNERATION COMMITTEE

The details pertaining to the constitution of the Nomination and Remuneration Committee as required under the provisions of Section 178(1) of the Companies Act 2013 and its terms of reference in brief are to be herein provided.

Name of the Director	Designation in Committee	Category	Date of Appointment in Committee	Cessation Date
Mr. Dharmendra Ramabhai Bhaliya	Chairman	Non-Executive Independent Director	August 11, 2023	NA
Mrs. Mansi Jayendra Bhatt	Member	Non-Executive Independent Director	August 11, 2023	NA
Mr. Mitesh Ghanshyambhai Rana *	Member	Non-Executive Independent Director	February 29, 2024	NA

Mr. Paresh Prakashbhai Thakkar *	Member	Non-Executive Independent Director	February 29, 2024	NA
Mr. Kamal Ashwinbhai Lalani *	Member	Non-Executive Independent Director	August 11, 2023	February 8, 2024
Mrs. Sheetal Mandar Bhalerao	Member	Non-Executive Non-Independent Director	August 11, 2023	NA

Mr. Mitesh Ghanshyambhai Rana and Mr. Paresh Prakashbhai Thakkar were introduced into the Nomination and Remuneration Committee in the Board Meeting held on February 29, 2024 in reference to the resignation of Mr. Kamal Ashwinbhai Lalani from the Company

Meetings and Attendance during the year

3 (Three) Nomination & Remuneration Committee meetings were held during FY 2023-24. The meetings were held on the following dates:

Sr. No.	Date of Nomination & Remuneration Committee Meeting
1.	11/08/2023
2.	31/08/2023
3.	29/02/2024

Attendance of Directors in the meetings is as under:

Name of Director	No. of Meetings held during the tenure of Membership	No. of Meetings Attended
Mr. Dharmendra Ramabhai Bhaliya	3	3
Mrs. Mansi Jayendra Bhatt	3	3
Mr. Mitesh Ghanshyambhai Rana	0	0
Mr. Paresh Prakashbhai Thakkar	0	0
Mr. Kamal Ashwinbhai Lalani	2	2
Mrs. Sheetal Mandar Bhalerao	3	3

The minutes of the Nomination & Remuneration Committee are reviewed by the Board at its subsequent meetings.

The previous Annual General Meeting (AGM) of the Company was held on September 29, 2023 and the same was attended by the Chairperson of the Nomination & Remuneration Committee.

The Company Secretary of the Company act as the Secretary of the Nomination & Remuneration Committee.

13. STAKEHOLDERS RELATIONSHIP COMMITTEE

The details pertaining to the constitution of the Stakeholders Relationship Committee as required under the provisions of Section 178(5) of the Companies Act 2013 and its terms of reference in brief are to be herein provided.

Name of the Director	Designation in Committee	Category	Date of Appointment in Committee	Cessation Date
Mr. Paresh Prakashbhai Thakkar *	Chairman	Non-Executive Independent Director	February 29, 2024	NA
Mr. Dharmendra Ramabhai Bhaliya	Member	Non-Executive Independent Director	August 11, 2023	NA
Mrs. Mansi Jayendra Bhatt	Member	Non-Executive Independent Director	August 11, 2023	NA
Mr. Mitesh Ghanshyambhai Rana *	Member	Non-Executive Independent Director	February 29, 2024	NA
Mr. Kamal Ashwinbhai Lalani *	Chairman	Non-Executive Independent Director	August 11, 2023	February 8, 2024
Mr. Yatin Sanjay Gupte	Member	Non-Executive Non-Independent Director	August 11, 2023	NA

* Mr. Mitesh Ghanshyambhai Rana and Mr. Paresh Prakashbhai Thakkar were introduced into the Stakeholders Relationship Committee in the Board Meeting held on February 29, 2024 in reference to the resignation of Mr. Kamal Ashwinbhai Lalani from the Company

On Reconstitution of the Stakeholders Relationship Committee in the Board Meeting held on February 29, 2024 Mr. Mr. Paresh Prakashbhai Thakkar is elected as a Chairman of this Committee.

Meetings and Attendance during the year

1 (One) Audit Committee meetings were held during FY 2023-24. The meetings were held on the following dates:

Sr. No.	Date of Stakeholders Relationship Committee Meeting
1.	01/02/2024

Attendance of Directors in the meetings is as under:

Name of Director	No. of Meetings held during the tenure of Membership	No. of Meetings Attended
Mr. Paresh Prakashbhai Thakkar	0	0
Mr. Dharmendra Ramabhai Bhaliya	1	1
Mrs. Mansi Jayendra Bhatt	1	1
Mr. Mitesh Ghanshyambhai Rana	0	0
Mr. Kamal Ashwinbhai Lalani	1	1
Mr. Yatin Sanjay Gupte	1	1

The minutes of the Stakeholders Relationship Committee are reviewed by the Board at its subsequent meetings.

The previous Annual General Meeting (AGM) of the Company was held on September 29, 2023 and the same was attended by the Chairperson of the Stakeholders Relationship Committee.

The Company Secretary of the Company act as the Secretary of the Stakeholders Relationship Committee.

14. BOARD EVALUATION

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Executive and Non-Executive Directors of the Company as per Section 178 of the Act, as amended from time to time, and as per Regulation 19 of the SEBI (LODR) Regulations 2015. The criteria was set based onvarious attributes, inter alia, profile, experience, contribution, dedication, knowledge, sharing of information with the Board, regularity of attendance, aptitude & effectiveness, preparedness & participation, team work, decision making process, their roles, rights, responsibilities in the Company, monitoring & managing potential conflict of interest of management, providing fair and constructive feedback & strategic guidance and contribution of each Director to the growth of the Company.

The Company has devised the Board's Performance Evaluation Policy document along with performance evaluation criteria / form for Independent and Non- Independent Directors of the Company and criteria for evaluation of Board's / Committee's performance along with remarks and suggestions. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

Separate meeting of Independent Directors of the Company was held on March 19, 2024 and it reviewed the performance of Non-Independent Directors & the Board as a whole and also reviewed the performance of Chairman of the Company. The same was discussed in the board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and individual Directors was also discussed.

15. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

The Independent Directors are provided with necessary documents, reports and other relevant information to enable them to familiarise with the Company's procedures and practices. The Independent Directors are taken for visit to Company's various plants / units, to enable them to have full understanding of manufacturing operations & processes of the Company and the industry in which it operates. Periodic presentations are made at the Board meetings on business and performance updates of the Company, business strategy and risks involved. At the time of induction of the newly appointed Independent Director, he / she is apprised adequately about the Company, latest financial statements with business model, industry scenario, competition, significant recent developments and also the Board processes which is apprised by the Managing Director, the Chief Financial Officer, the Company Secretary and the Senior Management of the Company. Details of the familiarisation programme for the Independent Directors are available on the website of the Company.

16. CREDIT RATING

The Company has not issued any debt instruments and does not have any Fixed Deposit or any scheme or proposal involving the mobilization of funds in India or abroad during the Financial Year ended March 31, 2024. Hence during the Year, there was no requirement to obtain such Credit Ratings.

17. DETAILS OF SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES

During the year under review, the Company does not have any subsidiaries**,** associates or joint venture companies within the meaning of the Companies Act, 2013.

18. STATUTORY AUDITORS AND AUDITOR'S REPORT

Pursuant to the provisions of section 139 of the Act and the rules framed thereafter, **M/s. Mahesh Udhwani & Associates,** Chartered Accountants (Firm registration Number 129738W), who was appointed as statutory auditors of the Company of in the 39th Annual General Meeting shall hold office until the conclusion of the 44th Annual General Meeting of the Company.

In accordance with the provisions of the Companies Act, 2013, the Board has appointed **M/s. Mahesh Udhwani & Associates**, Chartered Accountants, Vadodara, Gujarat with **Firm Registration Number 129738W** be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s. Falod & Maheshwari, Chartered Accountants, (Firm Registration No FRN 151051W), (pursuant to change in the management of the Company and to fill the casual vacancy) at a remuneration as may be mutually agreed to, between the Board of Directors and M/s. Mahesh Udhwani & Associates, Chartered Accountants, to hold office of Statutory Auditor w.e.f. **11th August, 2023** till the conclusion of 44th Annual Meeting of the Company (subject to ratification of their appointment at every Annual General Meeting). The Statutory Auditors have confirmed that they are not disqualified to hold the office of the Statutory Auditor

M/s. Mahesh Udhwani & Associates, Chartered Accountants have signified their assent and confirmed their eligibility to be appointed as Statutory Auditors in terms of the provisions of Section 141 of the Companies Act, 2013 read with Rule 4 of the Companies (Audit and Auditors) Rules, 2014. The firm performs its obligations in adherence to recognized auditing standards and periodically certifies its independence from the management.

The Statutory Auditors' report does not contain any qualification, reservation or adverse remark and is self-explanatory and unmodified and thus does not require any further clarifications/comments. The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company during the FY 2023-24.

19. SECRETARIAL AUDITORS REPORT

In terms of Section 204 of the Companies Act, 2013, the Board of Directors of the Company has appointed **Mrs. Pooja Amit Gala, Practicing Company Secretary (ACS-69393, Certificate of Practice No.-25845),** as the Secretarial Auditor to conduct an audit of the secretarial records. The Company has received consent from **Mrs. Pooja Amit Gala** to act as the auditor for conducting audit of the Secretarial records. The Secretarial Audit Report for the financial year ended March 31, 2024 is set out in the **Annexure - A** to this report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

None of the Auditors of the Company have reported any fraud as specified under the second proviso of Section 143 (12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

A Secretarial Audit Report for the year ended March 31, 2024 in prescribed form duly audited by the Practicing Company Secretary **Mrs. Pooja Amit Gala** is annexed herewith and forming part of the report. There are no qualifications or adverse remarks in the Secretarial Audit Report issued by the above-named firm, hence doesn't require any comments from the Director on the same.

20. COST AUDIT AND COST RECORDS

During the financial year 2023-24; the provisions of Section 148 of The Companies Act, 2013 do not apply to the Company.

21. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company's Compliance function is responsible for independently ensuring that operating and business units comply with the regulatory and internal guidelines. The Compliance Department of the Company continues to play a pivotal role in ensuring the implementation of compliance functions under the directives issued by the Regulators, the Board of Directors and the Company's Compliance Policy. The Audit Committee reviews the performance of the Compliance Department and the status of compliance with the regulatory or internal guidelines periodically. New instructions and guidelines issued by the regulatory authorities were disseminated across the Company to ensure that the business and functional units function within the boundaries set up by the regulators and that the compliance risks are suitably monitored and mitigated in the course of their activities and processes.

The Company complied with the applicable Secretarial Standard issued by the Institute of Company Secretaries of India read with the MCA circulars issued from time to time.

22. CEO / CFO CERTIFICATION

The required certificate under Regulation 17(8) of the SEBI (LODR) Regulations, 2015 signed by the Chairman & Managing Director (CEO) and the Chief Financial Officer (CFO) with regard to the financial statements and other matters as required by the Listing Regulations. **The certificate is annexed to this report. Annexure - B**

They have also provided quarterly certificates on financial results while placing the same before the Board pursuant to Regulation 33 of the Listing Regulations.

23. CODE OF CONDUCT

The Company has adopted a Code of Conduct for all the employees including the Board Members and Senior Management Personnel of the Company in accordance with the requirement under Regulation 17 of the SEBI (LODR) Regulations 2015. The Code of Conduct has been posted on the website of the Company i.e. https://www.ayokimerchantile.com/

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples of the expected behavior from an employee in a given situation and the reporting structure. Management members are made aware of the provisions of the Code from time to time.

The Company has obtained confirmations for compliance with the said code from all its Board members and Senior Management Personnel for the year ending March 31, 2024. The declaration by the Chairman & Managing Director of the Company confirming **the same is annexed to this report - Annexure - C**

24. CORPORATE SOCIAL RESPONSIBILITY POLICY

According to the provision of Sec. 135 of the Companies Act 2013, companies having a net worth of Rs. 500 crore or more, or turnover of Rs. 1000 crore or more or a net profit of Rs. 5 crore or more during any financial year are required to constitute CSR (Corporate Social Responsibility) Committee. However, your Company does not fall in the above-mentioned criteria therefore the Company is not required to adopt the CSR Policy or constitute a CSR Committee during the year under review.

25. VIGIL MECHANISM (WHISTLE BLOWER POLICY)

The Vigil Mechanism as envisaged in Section 177 (9) Companies Act, 2013, the Rules prescribed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is implemented through the Company's Whistle Blower Policy.

The Company has adopted a Whistle Blower Policy establishing a formal vigil mechanism for the Directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct and Ethics. It also provides adequate safeguards against the victimization of employees who avail of the mechanism and provides direct access to the Chairperson of the Audit Committee in exceptional cases. It is affirmed that no personnel of the Company have been denied access to the Audit Committee. The policy of the vigil mechanism is available on the Company's website.

The Whistle Blower Policy aims to conduct affairs fairly and transparently by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. All employees of the Company are covered under the Whistle Blower Policy.

The brief details about this mechanism may be accessed on the Company's website at the weblink: **www.ayokimerchantile.com.**

26. ADEQUACY OF INTERNAL FINANCIAL CONTROLS

As required under Section 134(3)(q) of the Companies Act 2013 read with Rule 8(5)(viii) of Companies (Accounts) Rules 2014, the Company has in place adequate financial controls commensurate with its size, scale and complexity of operations regarding its financial statements. Internal financial controls of the Company are also similarly commensurate. Comprehensive policies, guidelines and procedures are laid down for all business processes. These have been designed to provide reasonable assurance about recording and providing reliable financial information, ensuring integrity in conducting business, accuracy and completeness in maintaining accounting records and prevention and detection of frauds and errors.

Your company ensures adherence to all internal control policies and procedures as well as compliance with all regulatory guidelines.

During the year, such controls were assessed and no reportable material weaknesses in the design or operation were observed the Audit Committee of the Board of Directors reviews the adequacy of internal controls, further, the Audit Committee also monitors the status of management actions emanating from internal audit reviews.

27. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED DURING THE FINANCIAL YEAR

There has been no material change and commitment affecting the financial performance of the Company which occurred between the end of the Financial Year of the Company to which the Financial Statements relate and the date of this Report.

28. MATERIAL ORDERS PASSED BY THE REGULATORS OF COURTS OR TRIBUNALS IMPACTING THE COMPANY'S OPERATION IN FUTURE

No such material order has been passed by the Regulators or Court or Tribunals having an adverse effect on the operation of the Company in future and the going concern status.

29. PARTICULARS OF LOANS, GUARANTEES, SECURITIES OR INVESTMENTS UNDER SECTION 186

There are no Loans, Guarantees, Investments and Security made during the Financial Year ended March 31, 2024 as per the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014.

30. PARTICULARS OF ARRANGEMENTS OR CONTRACTS WITH RELATED PARTIES AS PRESCRIBED UNDER SECTION 188(1) OF THE COMPANIES ACT, 2013

The particular of every contract or arrangement entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including a certain arm's

length and the ordinary course of transactions under third proviso thereto has been disclosed in **Form no AOC-2.**

The policy on Related Party Transactions as approved by the Board is uploaded on the website of the Company and the web link is **www.ayokimerchantile.com.**

31. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report, which gives a detailed account of state of affairs of the Company's operations forms a part of this Annual Report. - **Annexure - F**

32. CORPORATE GOVERNANCE REPORT

In line with Regulation 15(2) of the Listing Regulations, the provisions of Corporate Governance shall not apply in respect of the following class of the Companies:

a) Listed entity having paid up equity share capital not exceeding Rs. 10 Crore and Net worth not exceeding Rs. 25 Crore, as on the last day of the previous financial year;

b) Listed entity which has listed its specified securities on the SME Exchange.

The paid-up Equity Capital and the Net worth of the company as on the last day of the previous year i.e., March 31, 2024 was Rupees 24.50 Lakhs and Rupees (39.96) Lakhs respectively which is below the value as prescribed limit i.e. 10 crores and 25 crores respectively in the relevant provisions of Regulation 27(2) of the SEBI (Listing Obligations & Disclosures Requirements) Regulations 2015. Hence Corporate Governance provisions do not apply to the company and it does not form the part of The Annual Report for the financial year 2023- 24.

33. DECLARATION BY INDEPENDENT DIRECTORS

The Company has received the necessary declarations from all Independent Directors of the Company in accordance with the provisions of Section 149 (7) of the Companies Act 2013 confirming that they meet the criteria on independence as prescribed under Section 149 (6) of the Companies Act 2013. There has been no change in the circumstances which may affect their status as independent Directors during the year. The independent directors have also confirmed compliance with the provisions of rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014 as amended, relating to inclusion of their name in the data bank of Independent Directors.

34. STATEMENT REGARDING INDEPENDENT DIRECTORS

With reference to the Rules 8(5)(iiia) of the Companies (Accounts) Rules 2014 and in the opinion of the Board, there has been no change in the circumstances which may affect their status as

Independent Directors of the Company and the Board is satisfied of the integrity, expertise, and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of all Independent Directors on the Board.

35. POLICY ON DIRECTORS' APPOINTMENT, REMOVAL, REMUNERATION AND OTHER DETAILS

The Company's policy on on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178 of the Companies Act 2013 is available on the website of the Company at https://www.ayokimerchantile.com/policy/REMUNERATION %20POLICY.pdf

36. PARTICULARS OF EMPLOYEES, DIRECTORS AND KEY MANAGERIAL PERSONNEL

In terms of section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014, the necessary disclosures have been annexed as **Annexure - D** to the Board's Report.

37. REPORTING OF FRAUDS BY AUDITORS

During the year under review, the Statutory Auditors, Internal Auditors and Secretarial Auditor have not reported any instances of fraud committed in the Company by its Directors or Officers or Employees to the Audit Committee under section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

38. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. During the Financial Year 2023-24, the Company has not received any complaints of sexual harassment.

39. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 (as amended from time to time), is set out herewith as **Annexure-E** to this report.

40. DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134(3)(c) of the Act, in relation to financial statements of the Company for the year ended March 31, 2024, the Board of Directors states that:

a. in the preparation of the annual accounts, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;

b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the Loss of the Company for the year ended March 31, 2024;

c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. the annual accounts / financial statements have been prepared on a 'going concern' basis;

e. proper internal financial controls are in place and are operating effectively; and

f. proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

41. ACCEPTANCE OF PUBLIC DEPOSITS

During the FY 2023-24 the Company has not accepted any deposits within the meaning of Section 73 of the Act, and the Companies (Acceptance of Deposits) Rules, 2014. Hence, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet

42. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

During the FY 2023-24, there was no such instance.

43. DETAILS OF APPLICATIONS MADE OR PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

During the year under review, there were no applications filed or any proceedings pending in the name of the company under the Insolvency and Bankruptcy Code (IBC), 2016,

44. ANNUAL RETURN

As required under the provisions of Section 134(3)(a) and Section 92(3) of the Act, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Annual Return in Form No. MGT-7 is displayed on the website of the Company and can be accessed at https://www.ayokimerchantile.com/annual-report.php.

45. ACKNOWLEDGEMENTS

Your directors wish to place on record their appreciation of the contribution made by employees at all levels to the continued growth and prosperity of your Company. Your Directors also wish to place on record their appreciation for the shareholders, consumers, and banks for their continued support.

By Order of the Board of Directors
For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
GAURAV JAYANT GUPTE
CHAIRMAN & MANAGING DIRECTOR
DIN: 06741475
Date: AUGUST 29, 2024

By Order of the Board of Directors
For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
YATIN SANJAY GUPTE
NON-EXECUTIVE NON-INDEPENDENT DIRECTOR
DIN: 07261150
Place: VADODARA

Annexure – A

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2024
[Pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Wardwizard Healthcare Limited
(Formerly Known as Ayoki Merchantile Limited)
CIN: L20237MH1985PLC034972

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Wardwizard Healthcare Limited (Formerly Known as Ayoki Merchantile Limited)** "Here in after called the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company, during the audit period covering the financial year ended on **31st March, 2024** has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2024** according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under including any amendments in force;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

    (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and

Takeovers) Regulations, 2011; **- Applicable to the Company during the Audit period;**

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 including amendments in force; **Applicable to the Company during the Audit period;**

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Not Applicable to the Company as the Company during the Audit period;**

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **Not Applicable to the Company during the Audit Period;**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable to the Company during the Audit Period;**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not Applicable to the Company during the Audit Period.**

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and - **Not Applicable to the Company during the Audit Period.**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 or Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018- **Not Applicable to the Company during the Audit Period;**

(i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. - **Applicable to the Company during the period of audit to the extent of its Equity shares being listed at BSE Limited**

We have also examined compliance with the applicable clauses of the following:

1. Secretarial Standards with respect to meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.
2. The Listing Agreement entered into by the Company with BSE Limited ("The Stock Exchange");

During the period under review and as per representations and clarifications provided by the management, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreement etc. mentioned hereinabove:

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and its authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of

Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions were carried through and there were no dissenting members' whose views were required to be captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period;

1. The Company has maintained books of accounts as required under Section 128 of the companies Act, 2013.
2. The Company has complied with all the provisions of the Secretarial Standards.
3. The Company has complied with all the provisions of Companies Act, 2013 relating to Statutory Audit/Cost Audit/Internal Audit- **Cost Audit not applicable to company.**
4. No request for transmission of shares has been received by the company during the year.
5. Notice of Board/Committee meetings were duly sent to all the directors & meeting were conducted as stipulated under Companies Act, 2013.
6. Notice of annual general meeting has been duly sent to all the members, Directors, Statutory Auditor and Secretarial Auditors.
7. No show cause notice has been received by the company under the Acts referred above or any other laws applicable on the Company.
8. The venue and time of Board meeting was finalized with the consultation of all board members.
9. The Company has not given Loans & Advances to relatives of directors/shareholders/group companies during 2023-2024 as informed to us by the Company.
10. The Company has filed certain forms with ROC/MCA with late fees during the year.
11. Following Related Parties Transactions has been approved by the Board/shareholders during 2023-2024:

Following is the material related party transaction under section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulation 2015 has been brought to my notice by the management which was approved by the shareholders in its Annual General meeting held on 29th September, 2023 for the financial year 2023-2024.

Sr. No.	Name of the Related Party	Relationship	Nature of transaction	Transaction Amount in Rs	Financial year
1.	Wardwizard Solutions India Pvt. Ltd. ("WSIPL")	Mr. Yatin Sanjay Gupte is the Director and Promoter of WSIPL. Promoter and Additional Non-Executive Non- Independent Director of Ayoki Merchantile Limited.	As per Section 188 and RPT Policy of the Company	30 Crores	2023-24
2.	Wardwizard Innovations & Mobility Limited ("WIML")	Mr. Yatin Sanjay Gupte is a Chairman and Managing Director & also Promoter of WIML. Promoter and Additional Non-Executive Non- Independent Director of Ayoki Merchantile Limited.	As per Section 188 and RPT Policy of the Company	30 Crores	2023-24
3.	Wardwizard Medicare Pvt. Ltd. ("WMPL")	Mr. Yatin Sanjay Gupte is a Director of Wardwizard Medicare Private Limited Promoter and Additional Non-Executive Non- Independent Director of Ayoki Merchantile Limited Mrs. Sheetal Mandar Bhalerao is a director of WMPL & also a Promoter and Additional Non-Executive Non- Independent Director of Ayoki Merchantile Limited.	As per Section 188 and RPT Policy of the Company	30 Crores	2023-24
4.	Mr. Yatin Sanjay Gupte	Promoter and Additional Non-Executive Non- Independent Director of Ayoki Merchantile Limited.	As per Section 188 and RPT Policy of the Company	30 Crores	2023-24
5.	Mr. Sanjay Mahadev Gupte	Mr. Sanjay Gupte is father of Mr. Yatin Sanjay Gupte. Mr. Yatin Sanjay Gupte is Promoter & Non-Executive - Non-Independent Director of Ayoki Mercantile Limited.	As per Section 188 and RPT Policy of the Company	5 Crores	2023-24
6.	Mrs. Sheetal Mandar Bhalerao	Mrs. Sheetal Mandar Bhalerao is Promoter and Additional Non-Executive Non- Independent Director of Ayoki Merchantile Limited.	As per Section 188 and RPT Policy of the Company	25 Crores	2023-24
7.	Mr. Gaurav Jayant Gupte	Mr. Gaurav Jayant Gupte is Chairman and Managing Director of Ayoki Merchantile Limited.	As per Section 188 and RPT	25 Crores	2023-24

			Policy of the Company		
8.	Mrs. Kshitija Gaurav Gupte	Mrs. Kshitija Gaurav Gupte is Spouse of Mr. Gaurav Jayant Gupte. Mr. Gaurav Jayant Gupte is Chairman and Managing Director of Ayoki Merchantile Limited.	As per Section 188 and RPT Policy of the Company	5 Crores	2023-24
9.	Advance Integrated Medicine Solution LLP ("AIMSL")	Mr. Gaurav Jayant Gupte is a Designated Partner in AIMSL. AND also, he is a Chairman and Managing Director of Ayoki Merchantile Limited)	As per Section 188 and RPT Policy of the Company	10 Crores	2023-24
10.	Mangalam Industrial Finance Limited ("MIFL")	Mr. Yatin Sanjay Gupte is Promoter & Non-Executive - Non-Independent Director of MIFL & also Promoter and Additional Non-Executive Non- Independent Director of Ayoki Merchantile Limited.	As per Section 188 and RPT Policy of the Company	15 Crores	2023-24
11.	I Secure Credit & Capital Services Limited ("ISCCSL")	Mr. Yatin Sanjay Gupte is Promoter & Non-Executive - Non-Independent Director of ISCCSL. Promoter and Additional Non-Executive Non- Independent Director of Ayoki Merchantile Limited	As per Section 188 and RPT Policy of the Company	10 Crores	2023-24
12.	Dhanwanthari Health & Wellness Solutions Private Ltd. ("DHWSPL")	Mr. Gaurav Jayant Gupte is a Director in DHWSPL. He is a Cchairman and Managing Director of Ayoki Merchantile Limited.	As per Section 188 and RPT Policy of the Company	10 Crores	2023-24
13.	Kerala Health and Wellness Solutions Limited Liability Partnership ("KHWSL")	Mr. Gaurav Jayant Gupte is Designated Partner in KHWSL And also, he is a Chairman and Managing Director of Ayoki Merchantile Limited. Mr. Yatin Sanjay Gupte is a Designated Partner of KHWSL AND also, the Promoter and Additional Non-Executive Non-Independent Director of Ayoki Merchantile Limited.	As per Section 188 and RPT Policy of the Company	5 Crores	2023-24

14.	Wardwizard Foods and Beverages Limited ("WFBL")	Mr. Yatin Sanjay Gupte is Promoter & Non-Executive - Non-Independent Director of WFBL. And also, he is a Promoter and Non-Executive Non-Independent Director of Ayoki Merchantile Limited. Mrs. Sheetal Mandar Bhalerao is Promoter & Chairperson & Managing Director of WFBL And also, she is also Promoter and Additional Non-Executive Non-Independent Director of Ayoki Merchantile Limited.	As per Section 188 and RPT Policy of the Company	30 Crores	2023-24
15.	JZ Hospitality Private Limited ("JHPL")	Mr. Mandar Bhalerao is Director & Promoter of JHPL And also, Mr. Mandar Bhalerao is Spouse of Mrs. Sheetal Mandar Bhalerao. Mrs. Sheetal Mandar Bhalerao is Promoter and Additional Non-Executive Non- Independent Director of Ayoki Merchantile Limited.	As per Section 188 and RPT Policy of the Company	5 Crores	2023-24
16.	Yatin S Gupte (HUF)	Mr. Yatin S Gupte is Karta of Yatin Gupte (HUF). Mr. Yatin Sanjay Gupte is Promoter and Additional Non-Executive Non- Independent Director of Ayoki Merchantile Limited.	As per Section 188 and RPT Policy of the Company	10 Crores	2023-24
17.	Mr. Mandar Bhalerao	Mr. Mandar Bhalerao is Spouse of Mrs. Sheetal Mandar Bhalerao And also, Mrs. Sheetal Mandar Bhalerao is Promoter and Additional Non-Executive Non-Independent Director of Ayoki Merchantile Limited.	As per Section 188 and RPT Policy of the Company	5 Crores	2023-24
18.	Wardwizard Foundation	Mrs. Sheetal Bhalerao, Mr. Yatin Sanjay Gupte and Mr. Gaurav Jayant Gupte are Trustee of Wardwizard Foundation And also, Mrs. Sheetal Mandar Bhalerao is Promoter and Additional Non-Executive Non-Independent Director, Mr. Yatin	As per Section 188 and RPT Policy of the Company	5 Crores	2023-24

		Sanjay Gupte is Promoter and Additional Non-Executive Non-Independent Director and Mr. Gaurav Jayant Gupte is Chairman and Managing Director of Ayoki Merchantile Limited.			
19.	Kolumbus Medicare Services Private Limited ("KMSPL")	Mr. Yatin Sanjay Gupte is Director of KMSPL And also, he is Promoter and Additional Non-Executive Non-Independent Director of Ayoki Merchantile Limited.	As per Section 188 and RPT Policy of the Company	30 Crores	2023-24
20.	Dhawin & Associates	Yatin S Gupte (HUF) is the partner in Dhawin & Associates through its Karta, Mr. Yatin Sanjay Gupte and Mr. Yatin Sanjay Gupte is Promoter and Additional Non-Executive Non- Independent Director of Ayoki Merchantile Limited.	As per Section 188 and RPT Policy of the Company	5 Crores	2023-24
21.	The Square Foot Company	Yatin S Gupte (HUF) is the partner in The Square Foot Company through its Karta, and Mr. Yatin Sanjay Gupte is Promoter and Additional Non-Executive Non-Independent Director of Ayoki Merchantile Limited.	As per Section 188 and RPT Policy of the Company	5 Crores	2023-24
22	Kerala Therapy Stations Limited Liability Partnership ("KTSL")	Mr. Gaurav Jayant Gupte is Designated Partner in KTSL And also, Mr. Gaurav Jayant Gupte is Chairman and Managing Director of Ayoki Merchantile Limited.	As per Section 188 and RPT Policy of the Company	5 Crores	2023-24
23	Hollygav Solutions Limited Liability Partnership ("HSL")	Mr. Gaurav Jayant Gupte is Designated Partner in HSL And also, Mr. Gaurav Jayant Gupte is Chairman and Managing Director of Ayoki Merchantile Limited.	As per Section 188 and RPT Policy of the Company	5 Crores	2023-24
24	Bharadwaj Ayurvedics (India) Private Limited ("BAIPL")	Mr. Gaurav Jayant Gupte is Director in BAIPL And also, Mr. Gaurav Jayant Gupte is Chairman and Managing Director of Ayoki Merchantile Limited.	As per Section 188 and RPT Policy of the Company	5 Crores	2023-24
25	Finologics Solutions Limited Liability Partnership ("FSL")	Mrs. Kshitija Gaurav Gupte is Designated Partner in FSL.	As per Section 188 and RPT Policy of the Company	5 Crores	2023-24

		Also, Mrs. Kshitija Gaurav Gupte is spouse of Mr. Gaurav Jayant Gupte and Mr. Gaurav Jayant Gupte is Chairman and Managing Director of Ayoki Merchantile Limited.			
26	Pruthvi Innovations Limited Liability Partnership ("PIL")	Mrs. Kshitija Gaurav Gupte is Designated Partner in PIL. Mrs. Kshitija Gaurav Gupte is spouse of Mr. Gaurav Jayant Gupte AND Mr. Gaurav Jayant Gupte is Chairman and Managing Director of Ayoki Merchantile Limited.	As per Section 188 and RPT Policy of the Company	5 Crores	2023-24
27	Profitmonk Innovations Limited Liability Partnership ("PIL")	Mrs. Kshitija Gaurav Gupte is Designated Partner in PIL. Mrs. Kshitija Gaurav Gupte is spouse of Mr. Gaurav Jayant Gupte AND Mr. Gaurav Jayant Gupte is Chairman and Managing Director of Ayoki Merchantile Limited.	As per Section 188 and RPT Policy of the Company	5 Crores	2023-24

12. The Company has appointed/resigned its directors/key managerial personnel as per section 149/168 of the Companies Act, 2013 & it has not violated section 152/160/161/162/164/167/196/197 & 203 of the Companies Act, 2013.
13. There was change in KMP during the Financial year 2023-2024
14. The Company has not altered its share capital during 2023-2024
15. The Company has appointed Pooja Amit Gala as Secretarial Auditor of the Company for F.Y 2023-2024.
16. The Company has appointed Internal Auditor for the Financial Year 2023-2024 in its Board Meeting held on 11th August, 2023.
17. The Company has accepted the Resignation of M/s. Falod & Maheshwari, Chartered Accountant, Mumbai (Firm Registration number: 151051W) as the statutory Auditor of the Company with effect from 08th August, 2023.
18. There is change in the Management & Control of the Company pursuant to Open Offer under SEBI (SAST) Regulations, 2011 which was handled by Swaraj Shares & Securities Private Limited, Merchant Bankers.
19. The Acquirers namely (1) Yatin Sanjay Gupte (2) Sheetal Bhalerao (3) Wardwizard Solutions India Private Limited (4) Wardwizard Medicare Private Limited has made an open offer for acquisition of up to 1,47,000 (One Lakh Forty-Seven Thousand) Equity Shares, representing 60.00% (Sixty Percent) of the Voting Share Capital of Ayoki Merchantile Limited, at an offer price of Rs. 10.00/- (Rupees Ten Only) per Equity Share, to the Public Shareholders of the Target Company. Since the Acquirers has kept the 100% consideration in the escrow account., hence as per SEBI (SAST) Regulations, 2011, the entire board & management changed in the Board meeting held on 11th August, 2023.
20. The Company has reconstituted various committees during the year.

21. The Company has not arranged any investors meeting/Press Release during the year.
22. The Company has held its 39th Annual General Meeting (AGM) through Video conferencing and other Audio-Visual Means for following matters:

Date of Notice	Date of AGM	Particulars of AGM Resolution
31-08-2023	29-09-2023	Item No. 1 – Adoption of the Audited Financial Statements as at 31st March, 2023. (Ordinary Business – Ordinary Resolution)
		Item No. 2 – Appointment Of Statutory Auditors of The Company to Fill the Casual Vacancy. (Ordinary Business – Ordinary Resolution)
		Item No. 3: Approval For Material Related Party Transaction(S) Under Section 188 of the Companies Act, 2013 And Regulation 23 of the Sebi (Listing Obligations and Disclosure Requirements), 2015 And Ind As 24. (Special Business — Special Resolution).
		Item No. 4: Increasing Borrowing Limits of The Board of Directors of The Company Under Section 180 of the Companies Act, 2013 (Special Business — Special Resolution).
		Item No. 5: Authorization to make loan(s) and give guarantee(s), provide security (is) or make investments (Special Business — Special Resolution)
		Item No. 6: Approval of loans, investments, guarantee or security (Special Business — Special Resolution).
		Item No. 7: To Appoint Mr. Gaurav Jayant Gupte (Din: 06741475) As Chairman and Managing Director of The Company. (Special Business — Special Resolution).
		Iten No. 8: To Appoint Mr. Yatin Sanjay Gupte (Din: 07261150) As Non-Executive Non-Independent Director of The Company. (Special Business — Special Resolution).
		Item No. 9: To Appoint Mrs. Sheetal Mandar Bhalerao (Din: 06453413) As Non-Executive Non-Independent Director of The Company. (Special Business — Special Resolution).
		Item No. 10: To Appoint Mr. Dharmendra Ramabhai Bhaliya (Din: 10176412) As Non-Executive Independent Director of The Company. (Special Business — Special Resolution).
		Item No.11: To Appoint Mrs. Mansi Jayendra Bhatt (Din: 10177722) As Non-Executive Independent Woman Director of The Company
		Item No: 12: To Appoint Mr. Kamal Ashwin Bhai Lalani (Din: 09141815) As Non-Executive Independent Director of The Company.
		Item No. 13; Shifting of Registered office of the Company.

23. The Company has held no Extra Ordinary General Meeting (EOGM) in the F.Y 2023-2024.
24. The Company has done meeting through Postal Ballot during the financial year 2023-2024.

Sr. No	Particulars of Resolution	Date of Declaration of results	State date of E-voting	End date of E-voting
1	Change in Name of the Company from "**Ayoki**	17-11-2023	18-10-2023	16-11-2023

	Merchantile Limited" to "**Wardwizard Healthcare Limited"** and consequent Alteration to MOA and AOA of the Company.			
	Alteration of the Object Clause of the Memorandum of Association of the Company			

25. The Fresh Certificate pursuant to change in name of the Company from Ayoki Merchantile Limited to Wardwizard Healthcare Limited was issued by Ministry of Corporate Affairs on 11th December, 2023.
26. The Certificate for Change of Object of the company was issued by Ministry of Corporate Affairs on 28th November, 2023.
27. The company has shifted the Registered Office and corporate office of the company during the Financial year 2023-2024.
28. The Meeting of Independent Directors of the Company was held on 19th March, 2024 as per SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 and as per Schedule IV of the Companies Act, 2013.

Others

1. The is not registered with Reserve Bank of India.
2. The Company has not issued any prospectus since last 10 years, nor made any Public Issue during 2023-2024.
3. The Company has only fully paid-up equity shares.
4. The Company has not created any Charges during the year.
5. The Board has not recommended any dividend.
6. The Company has not removed any director during the year.
7. The Company has not made any rights issue/bonus issue/qualified institutional placement or Indian Depository receipt during the year.
8. CSR is not applicable to the Company.
9. The company has maintained data in Structured Digital Database (SDD) Software with effect from 20th October, 2023. However, the company has received several notices from BSE for SDD non compliances.

Securities Laws

1. All Price Sensitive Information was informed to the stock exchanges from time to time
2. All investors complain directly received by the company are recorded on the same date of receipt.
3. The Company has complied with provision of SEBI (LODR) Regulations, 2015.
4. The Company has maintained a functional website of the Company and the website contains information for last 5 years.
5. The Company has complied with various regulations within stipulated time as prescribed under SEBI (PIT) Regulations, 1992/2015 & SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011 and SEBI Code of Conduct for prevention of Insider Trading.

6. The Company has paid Annual Listing Fees to Stock Exchanges/Depository during 2023-2024.

The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder- I have relied based on undertaking and certain random checking done by me.

There are no actions taken against the Company / its promoters/ directors/ either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars)* under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder, except those mentioned above.

I further report that Compliance of applicable Financial Laws including direct and indirect tax Laws by the Company has not been reviewed in the Audit since the same has been subject to review by the statutory auditor and other designated professionals.

Pooja Gala & Associates
Pooja Amit Gala
(Practicing Company Secretary)
ACS No: 69393
COP No: 25845
ICSI UDIN: A069393F001030815
Peer Review Number: 5760/2024
Date: 23-08-2024
Place: Thane

This report is to be read with the letter which is annexed as **Annexure A** and forms an integral part of this report.

Disclaimer: - We have conducted the assignment by examining the secretarial records and management undertaking given to us by the company etc. received by way of electronic mode from the company and was randomly verified by us. The management has confirmed that the records submitted to us are True and Correct. This report is limited to statutory compliances on law / regulations / guidelines listed in our report which have been complied by the company pertaining to financial year 23-24. We are not commenting on the statutory compliances whose due dates are extended by Registrars from time to time or still there is time line to comply with such compliances.

ANNEXURE – A OF FORM NO. MR-3

To,
The Members,
Wardwizard Healthcare Limited
(Formerly Known as Ayoki Mercantile Limited)
CIN: L20237MH1985PLC034972

My report is to be read along with this letter.

1. Maintenance of Secretarial Record is the responsibility of the management of the company. My responsibility is to express an opinion on Secretarial Records based on my Audit as presented by management to us.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Pooja Gala & Associates
Pooja Amit Gala
(Practicing Company Secretary)
ACS No: 69393
COP No: 25845
ICSI UDIN: A069393F001030815
Peer Review Number: 5760/2024
Date: 23-08-2024
Place: Thane

Annexure – B

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To,
The Board of Directors,
For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)

In pursuance to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, We, Mr. Gaurav Gupte, Chairman & Managing Director (C.E.O.) and Mrs. Mittal Patel, Chief Financial Officer (C.F.O.) to the best of our knowledge and belief, certify that:

A. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2024 and that to the best of our knowledge and belief:
   1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. To the best of our knowledge and belief, there were no transactions entered into by the Company during the year which were fraudulent, illegal or which violated the Company's Code of Conduct.

C. We are responsible for establishing and maintaining internal controls for financial reporting and we have:
   1) evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting;

   2) not found any deficiencies in the design or operation of internal controls.

D. We have indicated to the Company's Auditors and the Audit Committee of the Board of Directors that:
   1) there is no significant changes that have occurred in the internal control over financial reporting during the year;
   2) there have been no significant changes in accounting polices during the year;
   3) there have been no instances of significant fraud nor there was any involvement of the management or an employee having a significant role in the Company's internal control system over financial reporting; and
   4) there were no deficiencies in the design or operation of internal controls, which could adversely affect the Company's ability to record, process, summarize and report financial

data nor there were any material weaknesses in internal controls over financial reporting nor any corrective actions with regards to deficiencies, as there were none.

E. We declare that all Board members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct for the current year.

By Order of the Board of Directors
For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
GAURAV JAYANT GUPTE
CHAIRMAN & MANAGING DIRECTOR
DIN: 06741475
DATE: AUGUST 29, 2024

By Order of the Board of Directors
For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
MITTAL PATEL
CHIEF FINANCIAL OFFICER

PLACE: VADODARA

Annexure – C

CODE OF CONDUCT DECLARATION

Declaration as required under Schedule V Part D of The SEBI (LODR) Regulations, 2015

This is to confirm that the Company has adopted Code of Conduct for its employees including for the Executive and Non- Executive Directors of the Company and Senior Management Personnel. The Code of Conduct and Business Ethics is posted on the Company's website.

I confirm that in respect of the financial year ended March 31, 2024, the Company has received from the Senior Management Team of the Company and the Members of the Board, declaration of compliance with the Code of Conduct as applicable to them.

By Order of the Board of Directors
For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
GAURAV JAYANT GUPTE
CHAIRMAN & MANAGING DIRECTOR
DIN: 06741475
DATE: AUGUST 29, 2024

By Order of the Board of Directors
For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
YATIN GUPTE
NON-EXECUTIVE NON-INDEPENDENT DIRECTOR
DIN: 07261150
PLACE: VADODARA

Annexure – D

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013(THE "ACT"), RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 READ WITH THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENTS RULES, 2016

1. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the FY 2023-24 and the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the FY 2023-24 are as under:

Sr. No.	Name of Director / KMP and Designation	Remuneration of Director / KMP for FY 2023-24 (in Lakh)	Ratio of remuneration of each Director / to median remuneration of employees	% increase /decrease in remuneration in the FY 2023-24
1.	Mr. Gaurav Jayant Gupte (Chairman & Managing Director)	7,67,742	3.43	-
2.	Mr. Yatin Sanjay Gupte (Non-Executive Non-Independent Director)	-		-
3.	Mrs. Sheetal Mandar Bhalerao (Non-Executive Non-Independent Director)	-		-
4.	Mr. Dharmendra Ramabhai Bhaliya (Non-Executive Independent Director)	87,500	0.39	-
5.	Mrs. Mansi Jayendra Bhatt (Non-Executive Independent Director)	87,500	0.39	-
6.	Mr. Kamal Ashwinbhai Lalani (Non-Executive Independent Director) (Resigned on February 8, 2024)	75,000	0.34	-
7.	Mr. Mitesh Ghanshyambhai Rana (Non-Executive Independent Director) (Appointed on February 29, 2024)	12,500	0.06	-
8.	Mr. Paresh Prakashbhai Thakkar (Non-Executive Independent Director) (Appointed on February 29, 2024)	12,500	0.06	-
9.	Dharmeshkumar Ashwinbhai Chauhan	4,48,709		-

	(Company Secretary)			
10.	Mrs. Mittal Patel (Chief Financial Officer)	3,55,254		-
11.	Mr. Joydeep Majumder	2,16,197	0.97	-

2. The median remuneration of employees of the Company during the FY 2023-24 was 223481.5/-

3. In the FY 2023-24, there was no any changes in the median remuneration of employees.

4. There were 2 permanent employees on the rolls of the Company as on March 31, 2024.

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

   Average percentage increase/ (decrease) in the salaries of employees (other than the managerial personnel): NIL
   Average increase / (decrease) in remuneration of managerial personnel: NIL
   The criteria for increase in remuneration of employees other than Managerial Personnel is based on an internal performance evaluation carried out by the Management annually, which is further based on overall performance of the Company, inflation, prevailing industry trends and benchmarks.

6. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

   The information required under provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Annual Report. Having regard to the provisions of Section 134 and Section 136 of the Companies Act, 2013, the Reports and Accounts are being sent to the Members excluding such information. However, the said information is available for inspection by the Members in electronics mode. Shareholders may write to the Company at ayoki1985@gmail.com in that regard, by mentioning “Request for Inspection” in the subject of the email.

By Order of the Board of Directors
For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
GAURAV JAYANT GUPTE
CHAIRMAN & MANAGING DIRECTOR
DIN: 06741475
DATE: AUGUST 29, 2024

By Order of the Board of Directors
For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
YATIN GUPTE
NON-EXECUTIVE NON-INDEPENDENT DIRECTOR
DIN: 07261150
PLACE: VADODARA

Annexure – E

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information as required under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is set out hereunder.

1. CONSERVATION OF ENERGY

a) Steps taken for conservation of energy

Energy utilisation is one of the core areas used during construction. The total cost of construction includes a large part of energy consumption. Energy conservation continues to be your company's key focus. The Company is making continuous efforts for energy conservation. Effective measures have been taken to monitor the consumption of energy during the process of construction. Constant monitoring and awareness amongst employees have helped to avoid waste of energy.

Major steps taken for energy conservation including some of the proposed steps are as under:

i. Your company's head office, corporate office and Hospitals are so well constructed which required minimum power consumption during daylights
ii. Your company has acquired highly efficient machinery/equipment which gives maximum output by using optimum resources.
iii. Continuously we take necessary activities to educate and encourage employees to establish energy efficient practices.
iv. Company is taking every suitable action to conserve energy to best possible manner. Wherever required, the Company is replacing the existing lighting system with LED and even replacing Air Conditioners having 5 star rating to conserve electricity.

b) The capital investment in energy conservation equipment

During the year, Your Company has not invested towards energy conservation equipment up to March 2024.

2. TECHNOLOGY ABSORPTION

a) Efforts made towards technology absorption

Your Company has made efforts towards utilization of best technology available in the market to curb cost. Your Company lays considerable emphasis on quality maintenance and

product enhancement. Your Company has spent money towards technology absorption as when required.

b) **Expenditure on R & D**

Your Company has not been spending any money towards research and development.

3. FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars	**2023-24**	**2022-23**
Total Foreign Exchange Used in Import	Nil	Nil
Total Foreign Exchange Earned from Export	Nil	Nil

By Order of the Board of Directors
For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
GAURAV JAYANT GUPTE
CHAIRMAN & MANAGING DIRECTOR
DIN: 06741475
DATE: AUGUST 29, 2024

By Order of the Board of Directors
For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
YATIN GUPTE
NON-EXECUTIVE NON-INDEPENDENT DIRECTOR
DIN: 07261150
PLACE: VADODARA

Annexure – F

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Developments

The Company currently engaged in the business of exploring various options/ business opportunities in the field of medical facilities/ treatment, multi-speciality hospitals, medical/para medical educational institutions, research/technology labs, healthcare, pharmacy stores, ambulance services, home care, etc which will be in the best interest of the Company and all stakeholders.

Opportunities and Threat

There are various opportunities available to your Company in the Indian markets. However, the Company is currently small in size and is looking for various new opportunities suitable to its size. The Company proposes to raise funds to achieve new business objects of the Company, pursuant to change in the management of the Company.

Segment-wise or Product-wise Performance

Currently, the Company does not have any products/ segments.

Outlook

Your Board of the Company is examining various possible business options available with them.

Risks and Concerns

Your Board of the Company is examining various possible business options available with them.

Internal control System and their adequacy

Company at present has adequate internal control procedures, which is commensurate with the present business volume and its requirements. Internal controls are being monitored, reviewed and upgraded on an ongoing basis and on from time to time depending upon situation.

Financial Performance with respect to operational performance

Your Company's Present performance vis-à-vis the financial performance for the previous year as given below in tabular format.

Particulars	2023-24	2022-23
Total revenue including other income	11.46	13.65
Total Expenditure	53.13	16.53
Profit / (Loss) before tax	(41.67)	(2.88)
Tax Expenses	3.19	0.22
Profit / (Loss) after tax	(44.87)	(3.10)

Human resources / Industrial Relations front

The Board is keen to have a fully equipped HR Department, once the business activity is resumed/started in a normal way. During the year under review, since, there were less business activities and manpower utilization was meagre, there was no such department.

Details of Significant Changes in Key Financial Ratio

Your Board of Directors of the Company has confirmed that there is no any significant changes in Key Financial Ration of the Company during the Financial Year 2023-24.

Details of any changes in Return on Net worth

the Board confirms that there are no details of change in Return on net worth in the Financial year 2023-24 as compared to the immediately previous financial year e.i. 2022-23

Disclosure of Accounting Treatment

Detailed disclosure of accounting treatment during the Financial year 2023-24 has been made in Notes to accounts of the financials.

Caution: The views expressed in the Management Discussions and Analysis are based on available information, assessments and judgment of the Board. They are subject to alterations. The Company's actual performance may differ due to national or international ramifications, government regulations, policies, Tax Laws, and other unforeseen factors over which the Company may not have any control.

By Order of the Board of Directors
For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
GAURAV JAYANT GUPTE
CHAIRMAN & MANAGING DIRECTOR
DIN: 06741475
DATE: AUGUST 29, 2024

By Order of the Board of Directors
For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
YATIN GUPTE
NON-EXECUTIVE NON-INDEPENDENT DIRECTOR
DIN: 07261150
PLACE: VADODARA

AOC-2
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of The Companies (Accounts) Rules, 2014)

PARTICULARS OF CONTARCTS/ARRANGEMENTS MADE WITH RELATED PARTIES

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in section 188(1) of the Companies Act, 2013 including certain arm's length transactions under the third proviso thereto

1. **Details of contracts or arrangements or transactions not at arm's length basis: Nil**

a.	Name(s) of the related party and nature of relationship: **N.A.**
b.	Nature of contracts/arrangements/transactions: **N.A.**
c.	Duration of the contracts/arrangements/transactions: **N.A.**
d.	Salient terms of the contracts or arrangements or transactions including the value, if any: **N.A.**
e.	Justification for entering into such contracts or arrangements or transactions: **N.A.**
f.	Date of approval by the Board: **N.A.**
g.	Amount paid as advances, if any: **N.A.**
h.	Date on which the special resolution was passed in general meeting as required under first proviso to section 188: **N.A.**

2. **Details of material contracts or arrangements or transactions at arm's length basis:**

The details of contracts or arrangements or transactions at arm's length basis for the year ended March 31, 2024, are as follows:

Sr No	Name of Related Party	Nature of Relationship	Nature of Transaction	Duration	Aggregate Amount of transactions for FY 2023- 24 (Amount in Lakh)
1	JOYDEEP MAZUMDER	Managing Director	Remuneration Paid	2023-24 1 year	2.10
2	GAURAV GUPTE	Managing Director	Remuneration Paid	2023-24 1 year	7.68
3	PARTHA SAHA	Chief Financial Officer	Remuneration Paid	2023-24 1 year	0.90

4	GOURANGALAL KUNDU	Company Secretary	Remuneration Paid	2023-24 1 year	0.60
5.	MITTAL PATEL	Chief Financial Officer	Remuneration Paid	2023-24 1 year	3.55
6.	WARDWIZARD MEDICARE PVT LTD	Promoter Company	Purchase of goods or services	2023-24 1 year	0.80
7.	YATIN GUPTE	Director	Loan from Director	2023-24 1 year	45.14
8.	DHARMESH CHAUHAN	Company Secretary	Remuneration Paid	2023-24 1 year	4.48
9.	WARDWIZARD MEDICARE PVT LTD	Promoter Company	Loan Given	2023-24 1 year	10.00

All related party transactions are in ordinary course of business and on arm's length basis and were approved by the Members of Audit Committee and by the Board of Directors of the Company wherever required.

By Order of the Board of Directors
For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
GAURAV JAYANT GUPTE
CHAIRMAN & MANAGING DIRECTOR
DIN: 06741475
DATE: AUGUST 29, 2024

By Order of the Board of Directors
For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
YATIN GUPTE
NON-EXECUTIVE NON-INDEPENDENT DIRECTOR
DIN: 07261150
PLACE: VADODARA

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of Wardwizard Healthcare Limited
(Formerly known as Ayoki Merchantile Limited)
CIN: L20237MH1985PLC034972

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Wardwizard Healthcare Limited (Formerly known as Ayoki Merchantile Limited)** (CIN **L18209WB1994PLC062173**) and having registered office at **Office No. 101, First floor, Shree Sai Ashirwad CHS, Gantali Path Road, Above Saibaba Mandir, Naupada, Naupada (Thane), Thane, Thane, Maharashtra, India, 400602** (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, I hereby certify that none of the Directors (as on 31st March, 2024) on the Board of the Company as stated below have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI) and Ministry of Corporate Affairs (MCA), or any such other Statutory Authority.

Details of Directors as on 31st March, 2024:

Sr. No	Name of Director	DIN	Date of Appointment	Date of Cessation
1	Gaurav Jayant Gupte	06741475	11-08-2023	-
2	Sheetal Mandar Bhalerao	06453413	11-08-2023	-
3	Yatin Sanjay Gupte	07261150	11-08-2023	-
4	Dharmendrabhai Ramabhai Bhaliya	10176412	11-08-2023	-
5	Miteshkumar Ghanshyambhai Rana	06770916	29-02-2024	-
6	Paresh Prakashbhai Thakkar	08265981	29-02-2024	-
7	Mansi Jayendra Bhatt	10177722	11-08-2023	-

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Pooja Gala & Associates
(Practicing Company Secretary)
ACS: 69393/ COP: 25845
Peer Reviewed Unit No: - 5760/2024
ICSI UDIN: A069393F001030870

Place: Thane
Date: 23-08-2024

INDEPENDENT AUDITOR'S REPORT

To the Members of
WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)** which comprise the Balance Sheet as at 31st March, 2024, and the Statement of Profit and Loss, including other comprehensive income, Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principle generally accepted in India, of the state of affairs of the Company as at 31st March, 2024, the loss and total comprehensive income, its cash flows and changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended 31st March, 2024. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For the matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matter described below to be the key audit matter to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Key Audit Matter	**How The Matter Was Addressed in Our Audit**
During the current reporting period, the Company underwent significant changes, including a change in its management, promoter ownership, name from **"Ayoki Merchantile Limited"** to **"Wardwizard Healthcare Limited"** and a substantial alteration in its business object. The specific details of these changes are as follows: - ➢ **Business Object Change**: Establishing and managing hospitals, dispensaries, and other healthcare services, providing medical consultancy and technical know-how both domestically and internationally, supporting and participating in medical research for disease control and enhancing medical services. ➢ **Change in Ownership:** These changes included the appointment of new key executives and a transfer of ownership control from the previous promoters to new ones.	Our procedures to address the matter included, but were not limited to, the following: ➢ **Review of Board and Shareholders' Resolutions:** We reviewed the resolutions passed by the Board of Directors and the shareholders approving the name change and the alteration in the business object. ➢ **Regulatory Filings:** We obtained filings made with the relevant regulatory authorities to confirm compliance with applicable regulations related to transfer of ownership. ➢ **Disclosure in Financial Statements:** We evaluated the adequacy of disclosures in the financial statements regarding the change in name and business object to ensure they provide sufficient information to the users of the financial statements. Refer note no.8 of the financial statements for disclosure of change in promoter ownership.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The Board of Directors is also responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matters

- The financial statements of the Company for the year ended 31st March, 2023 were audited by the predecessor auditor who expressed an unmodified opinion on those financial statements on 12th May, 2023. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **"Annexure A"** a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:

   A) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   B) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   C) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

   D) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act;

   E) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;

F) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B".**

G) In our opinion, the managerial remuneration for the year ended 31st March, 2024 has been paid / provided by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act.

H) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

a) The Company has disclosed the impact of pending litigations, if any, on its financial position in its financial statements. Refer Note No. 21 of the financial Statements.

b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

d)

i. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

ii. The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

iii. Based on such audit procedures that the auditor has considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

e) The company has not declared any dividend during the year under review.

f) Based on our examination, which included test checks, the Company has migrated from the old accounting software to updated accounting software which has a feature of recording audit trail (edit log) facility for maintaining its books of account during the financial year ended 31st March 2024, for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended 31st March 2024.

For Mahesh Udhwani & Associates
Chartered Accountants
FRN :129738W

Mahesh Udhwani
Partner
M.N: - 047328
UDIN: 24047328BJZYOX3894
Place: Vadodara
Date: 30/05/2024

Annexure "A" to the independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of WARDWIZARD HEALTHCARE LIMITED of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we report that:

I. a) i) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.

ii) The Company has not capitalized any intangible assets in the books of the Company and accordingly, the requirement to report on clause 3(i)(a)(B) of the Order is not applicable to the Company.

b) The Company has carried out physical verification of Property, Plant and Equipment, and right-of-use assets, and has a program to cover all the assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

c) Based on our examination of records available the company does not have any immovable properties disclosed in the financial statements except for a building taken on lease. The lease agreement for this building has been duly executed in favor of the lessee.

d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.

e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder

II. a) According to the information and explanation given to us, the Company's business carried out during the year does not require maintenance of inventories and, accordingly, the requirements under paragraph 3(ii)(a) of the Order is not applicable to the company.

b) According to the information and explanation given to us, the Company does not have any working capital limits from banks or financial institutions during the year on the basis

of security of current assets. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.

III. During the year the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to or made any investments in any companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii) of the Order is not applicable to the Company.

IV. The Company has complied with the provisions of sections 185 and 186 of the Act in respect of loans, investments, guarantees and security, as applicable.

V. According to the information and explanations given to us, the Company has not accepted any deposit from the public during the year and hence the directives issued by Reserve Bank of India and provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under, are not applicable.

VI. We have been informed by the management that the Central Government has not prescribed maintenance of cost records for the Company under sub-section (1) of section 148 of the Companies Act, 2013 for any of the services rendered by the Company. Therefore, the provision of clause 3 (vi) is not applicable.

VII. a. The company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employee's state insurance, income tax, goods and service tax and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2024 for a period of more than six months from the date they become payable. As informed to us sales tax, duty of customs, duty of excise are currently not applicable to the company.

b. As per the records maintained by the company and according to the information and explanation given to us, there is no disputed income tax or wealth tax or goods and service tax or duty of customs or duty of excise or cess which have not been deposited on account of any dispute except as below:

Name of the Statute	Nature of the dues	Amount (Rs. In Lakhs)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax Demand	3.06	A.Y. 1985-86	A.O.
Income Tax Act, 1961	Income Tax Demand	1.40	A.Y. 2009-10	A.O.

VIII. As per the information and explanation given to us, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

IX. a. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and government.

b. According to the information and explanations given to us, the Company has not been declared wilful defaulter by any bank or financial institution or any other lender.

c. The Company did not have any term loans outstanding during the year hence, the requirement to report on clause 3(ix)(c) of the Order is not applicable to the Company.

d. On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

e. The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(e) of the Order is not applicable to the Company.

f. The Company has not raised loans during the year and hence reporting on clause 3(ix)(f) of the order is not applicable.

X. a. According to the information and explanations given to us, the Company has not raised money through initial public offer or further public offer (including debt instruments) and term loans and hence the provisions of paragraph 3(x) (a) of the Order are not applicable.

b. The Company has not made any preferential allotment or private placement of shares / fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

XI a. During the course of our examination of the books of account and records of the Company, carried out in accordance with generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any incidence of fraud on or by the Company noticed or reported during the year, nor we have been informed of any such case by the management.

b. During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

c. According to the information and explanations given to us, there are no whistle blower complaints received by the Company during the year.

XII. The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a) to (c) of the Order is not applicable to the Company.

XIII. According to the information and explanation given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with Section 177 and 188 of the Act, wherever applicable, details of such transactions are disclosed in the Financial Statements as required by the applicable accounting standards.

XIV. a. The Company has an internal audit system commensurate with the size and nature of its business.

b. The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

XV. According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him. Hence the provisions of section 192 of Companies Act, 2013 are not applicable.

XVI. a. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi) (a), (b) and (c) of the Order is not applicable to the Company.

b. In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016 and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

XVII. According to the information and explanations given to us, the Company has incurred cash losses amounting to Rs. 31.05 Lakhs in the current year and amounting to Rs. 3.10 Lakhs in the immediately preceding financial year respectively.

XVIII. There has been resignation of the statutory auditors of the Company during the year and we have taken into consideration the reasons given by the outgoing auditors.

XIX. On the basis of the financial ratios disclosed in to the financial statements, ageing and expected dates of realization of financial assets, and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

XX. According to the information and explanations given to us and based on our examination of the financial statement of the company the provisions of Section 135 of the Act is not applicable to the Company and hence, the requirement to report on clause 3(xx)(a) and (b) of the Order is not applicable to the Company.

XXI. The reporting under clause 3(xxi)of the order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For Mahesh Udhwani & Associates
Chartered Accountants
FRN :129738W

Mahesh Udhwani
Partner
M.N: - 047328

UDIN: 24047328BJZYOX3894
Place: Vadodara
Date: 30/05/2024

Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of WARDWIZARD HEALTHCARE LIMITED of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Mercantile Limited)** ("the Company") as of 31st March, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2024, based on the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by ICAI.

For Mahesh Udhwani & Associates
Chartered Accountants
FRN :129738W

Mahesh Udhwani
Partner
M.N: - 047328

UDIN: 24047328BJZYOX3894
Place: Vadodara
Date: 30/05/2024

WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Mercantile Limited)
BALANCE SHEET AS AT 31st March 2024
(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

(₹ in Lakhs)

Particulars	Note No.	As at 31st March, 2024 (₹)	As at 31st March, 2023 (₹)
A. ASSETS :			
1. **Non - Current assets**			
(a) Property Plant and Equipment	3	33.27	-
(b) Other Intangible Assets		-	-
(c) Capital work in progress		-	-
(d) Financial Assets			
(i) Investments		-	-
(ii) Trade receivables		-	-
(iii) Loans and advances		-	-
(iv) Other financial Assets		-	-
(e) Deferred tax assets (Net)	4	0.47	-
(f) Other non-current assets	5	-	-
Total Non-current Assets		**33.74**	**0.00**
2. **Current assets**			
(a) Inventories		-	-
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade receivables		-	-
(iii) Cash and cash equivalents	6	1.86	2.16
(iv) Bank Balances other than (iii) above		-	-
(v) Loans and advances		-	-
(vi) Other financial Assets		-	-
(c) Current Tax Assets (Net)	7	1.76	4.40
(d) Other current assets	5	10.42	0.10
Total Current Assets		**14.05**	**6.66**
TOTAL ASSETS		**47.78**	**6.66**
B **EQUITY AND LIABILITIES**			
Equity			
(a) Equity Share Capital	8	24.50	24.50
(b) Instrument entirely in equity nature		-	-
(c) Other Equity	9	-64.46	-19.60

	Total Equity		**-39.96**	**4.90**
	Liabilities			
1.	**Non - Current liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings	10	-	-
	(ia) Lease Liability	10	32.11	-
	(ii) Trade payables			
	a. Dues of MSME Enterprise		-	-
	b. Dues of Other Than MSME Enterprise		-	-
	(iii) Other Financial Liabilities		-	-
	(b) Provisions		-	-
	(c) Deferred tax liabilities (Net)		-	-
	(d) Other Non-current liabilities		-	-
	Total Non-current Liabilities		**32.11**	**-**
2.	**Current liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings	10	45.14	-
	(ia) Lease Liability	10	2.96	-
	(ii) Trade payables			
	a. Dues of MSME Enterprise		2.45	0.55
	b. Dues of Other Than MSME Enterprise		2.07	-
	(iii) Other Financial Liabilities	12	-	1.21
	(b) Provisions		-	-
	(c) Current tax liabilities (Net)		-	-
	(d) Other current liabilities	12	3.02	-
	Total Current Liabilities		**55.64**	**1.76**
	TOTAL EQUITY AND LIABILITIES		**47.78**	**6.66**
	Material Accounting policies			
	Notes forming part of financial statements	1 to 26	-	-

The accompanying notes are an integral part of the financial statements.
In Accordance with our Report of even date

For MAHESH UDHWANI & ASSOCIATES

Chartered Accountants
Firm number: 129738W
Mahesh Udhwani
Partner
M.No. 047328
UDIN : 24047328BJZYOX3894
Date: 30/05/2024
Place: Vadodara

For and on behalf of the Board
WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Ltd)
CIN:- L20237MH1985PLC034972

GAURAV GUPTE	**YATIN GUPTE**
Managing Director	**Non-Executive Director**
DIN: 06741475	**DIN: 07261150**
MITTAL PATEL	**DHARMESH CHAUHAN**
Chief Financial Officer	**Company Secretary**
EXRPP9052F	**AEEPC8591C**

WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Mercantile Limited)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024
(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

(₹ in Lakhs)

	Particulars	Note No.	As at 31st March, 2024 (₹)	As at 31st March, 2023 (₹)
	INCOMES			
I	Revenue from Operations	13	11.10	13.50
II	Other Income	14	0.36	0.15
III	**TOTAL INCOME (I + II)**		**11.46**	**13.65**
IV	**EXPENSES**			
	a. Cost of materials consumed		-	-
	b. Purchase of Stock-in-Trade		-	-
	c. Changes in inventories of finished goods, Work in Progress and Stock in Trade		-	-
	d. Employee benefits expense	15	19.43	10.03
	e. Finance costs	16	2.55	-
	f. Depreciation and amortization expense	17	8.07	-
	g. Other expenses	18	23.08	6.50
	TOTAL EXPENSES		**53.13**	**16.53**
V	**Profit/(Loss) before exceptional and tax(III-IV)**		**-41.67**	**-2.88**
VI	Exceptional Items:Provision for Debtors W/off		-	-
VII	**PROFIT BEFORE TAX (V-VI)**		**-41.67**	**-2.88**
VIII	Tax expense:			
	1. Current tax		-	-
	2. Deferred tax		-0.47	-
	3. Earlier Period Tax Adjustment		3.66	0.22
IX	**PROFIT/(LOSS) FOR THE YEAR (VII -VIII)**		**-44.87**	**-3.10**
X	Other Comprehensive Income			
	i. Items that will not be reclassified to profit or loss		-	-
	ii. Income tax relating to items that will not be reclassified to profit or loss		-	-
XI	Total Other Comprehensive Incomes for the period		-	-
XII	**Profit (Loss) Total Comprehensive Income for the year (IX+XI)**		**-44.87**	**-3.10**
XIII	Earning per equity share:	20		
	1. Basic		-18.31	-1.27
	2. Diluted		-18.31	-1.27

Material Accounting policies			
Notes forming part of financial statements	1 to 26	-	-

The accompanying notes are an integral part of the financial statements.
In Accordance with our Report of even date

For MAHESH UDHWANI & ASSOCIATES

Chartered Accountants
Firm number: 129738W
Mahesh Udhwani
Partner
M.No. 047328
UDIN : 24047328BJZYOX3894
Date: 30/05/2024
Place: Vadodara

For and on behalf of the Board
WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Ltd)
CIN:- L20237MH1985PLC034972

GAURAV GUPTE
Managing Director
DIN: 06741475

YATIN GUPTE
Non-Executive Director
DIN: 07261150

MITTAL PATEL
Chief Financial Officer
EXRPP9052F

DHARMESH CHAUHAN
Company Secretary
AEEPC8591C

WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Mercantile Limited)
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024
(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

(₹ in Lakhs)

Particulars	As at 31st March, 2024 (₹)	As at 31st March, 2023 (₹)
Cash flows from operating activities:		
Profit before taxation	-41.67	-2.88
Adjustments for:		
Depreciation and amortization expense	8.07	-
Interest Expense	2.55	-
Profit on sale of Fixed Assets	-	-
Operating Profit before Working Capital Changes	**-31.05**	**-2.88**
Adjustment for (Increase)/ decrease in Operating Assets:		
Inventory	-	-
Other Current Assets	-10.32	-0.06
Other Non-Current Assets	-	-
Trade Receivable	-	2.83
Trade Payables- Current	3.96	-0.30
Other Current Liabilities	3.02	0.25
Other financial Labilities	-1.22	-
Provisions	-	-
	-4.55	**2.72**
	-35.60	**-0.16**
Income taxes paid	1.02	-0.88
Net cash from Operating Activities	-36.62	-1.04
Cash flows from investing activities		
Purchase of property, plant and equipment, Intangible asset	-	-
Proceeds from sale of property, plant and equipment	-	-
Net cash from investing activities	-	-
Cash flows from Financing Activities		
Repayment of lease liability	-8.82	-
Proceeds from long-term borrowings	-	-
Proceeds from Short term borrowings	45.14	-
Dividend Paid	-	-
Net cash from financing activities	**36.32**	**-**
Net increase/(decrease) in cash and cash equivalents	**-0.30**	**-1.04**
Cash and cash equivalents at the beginning of the reporting period	2.16	3.19
Cash and cash equivalents at the end of the reporting period	**1.86**	**2.16**

Cash & Cash equivalents:
Cash and cash equivalents consist of cash on hand and balances with banks.

Cash and cash equivalents included in the statement of cash flows comprise the following amounts in the balance sheet		
	2023-24	**2022-23**
Cash on hand and bank balances	1.86	2.16
Cash and cash equivalents as reported	-	-
Cash and cash equivalents as restated	**1.86**	**2.16**

The Cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard - 7 ('Ind AS 7') on Cash Flow Statement prescribed in Companies (Indian Accounting Standard) Rules, 2015, notified under section 133 of the Companies Act,2013
Notes (1 to 26) forming part of financial statements

The accompanying notes are an integral part of the financial statements.
In Accordance with our Report of even date

For MAHESH UDHWANI & ASSOCIATES

Chartered Accountants
Firm number: 129738W
Mahesh Udhwani
Partner
M.No. 047328
UDIN : 24047328BJZYOX3894
Date: 30/05/2024
Place: Vadodara

For and on behalf of the Board
WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Ltd)
CIN:- L20237MH1985PLC034972

GAURAV GUPTE
Managing Director
DIN: 06741475

YATIN GUPTE
Non-Executive Director
DIN: 07261150

MITTAL PATEL
Chief Financial Officer
EXRPP9052F

DHARMESH CHAUHAN
Company Secretary
AEEPC8591C

WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Mercantile Limited)
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024
(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

A. EQUITY SHARE CAPITAL

A1. Current Reporting Period

	Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
	24.50	-	24.50	-	24.50

A2. Previous reporting period

	Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
	24.50	-	24.50	-	24.50

B.	OTHER EQUITY														
B1.	Current Reporting Period														
	Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus				Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)	Money received against share warrants	Total
				Capital Reserve	Securities Premium	General Reserve	Retained Earnings								
	Balance at the beginning of the current reporting period	**0.00**	**-**	**-**	**-**	**-**	**-19.60**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-19.60**
	Changes in accounting policy/prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	**-**
	Restated balance at the beginning of the current reporting period	0.00	-	-	-	-	-19.60	-	-	-	-	-	-	-	**-19.60**
	Total Comprehensive Income for the current year	-	-	-	-	-	-44.86	-	-	-	-	-	-	-	**-44.86**
	Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	**0.00**

	Profit of the year	-	-	-	-	-	-	-	-	-	-	-	-	-	**0.00**
	Amount Received	-	-	-	-	-	-	-	-	-	-	-	-	-	**0.00**
	Transfer to Securities Premium	-	-	-	-	-	-	-	-	-	-	-	-	-	**0.00**
	Transfer to Share Capital	-	-	-	-	-	-	-	-	-	-	-	-	-	**0.00**
	Share Forfeited	-	-	-	-	-	-	-	-	-	-	-	-	-	**0.00**
	Balance at the end of the current reporting period	**0.00**	**-**	**-**	**-**	**-**	**-64.46**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-64.46**

B2.	**Previous reporting period**													
	Particulars	**Share application money pending allotment**	**Equity component of compound financial instruments**	**Reserves and Surplus**				**Debt instruments through Other Comprehensive Income**	**Equity Instruments through Other Comprehensive Income**	**Effective portion of Cash Flow Hedges**	**Revaluation Surplus**	**Exchange differences on translating the financial statements of a foreign operation**	**Other items of Other Comprehensive Income (specify nature)**	**Money received against share warrants**	**Total**
				Capital Reserve	**Securities Premium**	**General Reserve**	**Retained Earnings**								
	Balance at the beginning of the current reporting period	**0.00**	**-**	**-**	**-**	**-**	**-16.50**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-16.50**

	Changes in accounting policy/prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	**-**
	Restated balance at the beginning of the current reporting period	0.00	-	-	-	-	-16.50	-	-	-	-	-	-	-	**-16.50**
	Total Comprehensive Income for the current year	0.00	-	-	-	-	-3.10	-	-	-	-	-	-	-	**-3.10**
	Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	**-**
	Profit of the year	-	-	-	-	-	-	-	-	-	-	-	-	-	**-**
	Amount Received	-	-	-	-	-	-	-	-	-	-	-	-	-	**-**
	Transfer to Securities Premium	-	-	-	-	-	-	-	-	-	-	-	-	-	**-**
	Transfer to Share Capital	-	-	-	-	-	-	-	-	-	-	-	-	-	**-**
	Share Forfeited	-	-	-	-	-	-	-	-	-	-	-	-	-	**-**
	Balance at the end of the current reporting period	**0.00**	**-**	**-**	**-**	**-**	**-19.60**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-19.60**

The accompanying notes are an integral part of the financial statements.
In Accordance with our Report of even date

For MAHESH UDHWANI & ASSOCIATES
Chartered Accountants
Firm number: 129738W
Mahesh Udhwani
Partner
M.No. 047328
UDIN : 24047328BJZYOX3894
Date: 30/05/2024
Place: Vadodara

For and on behalf of the Board WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Ltd)
CIN:- L20237MH1985PLC034972

GAURAV GUPTE
Managing Director
DIN: 06741475

YATIN GUPTE
Non-Executive Director
DIN: 07261150

MITTAL PATEL
Chief Financial Officer
EXRPP9052F

DHARMESH CHAUHAN
Company Secretary
AEEPC8591C

WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Mercantile Limited)
NOTES TO FINANCIAL STATEMENTS
(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

3. PROPERTY, PLANT AND EQUIPMENT

(₹ in Lakhs)

Particulars	ROU Tangible asset - Building (₹)	Total Tangible Assets (₹)
Balance as on 31st March, 2022	**-**	**-**
Additions	-	-
Disposals	-	-
Reclassification / Adjustments	-	-
Balance as on 31st March, 2023	**-**	**-**
Additions	41.33	41.33
Disposals	-	-
Reclassification / Adjustments	-	-
Balance as on 31st March, 2024	**41.33**	**41.33**

ACCUMALATED DEPRECIATION AND AMORTISATION		
Balance as on 31st March, 2022	-	-
Charge for the year	-	-
Disposals	-	-
Reclassification / Adjustments	-	
Balance as on 31st March, 2023	**-**	**-**
Charge for the year	8.07	8.07
Disposals	-	-
Reclassification / Adjustments	-	-
Balance as on 31st March, 2024	**8.07**	**8.07**
NET CARRYING VALUE		
As At 31st March, 2022	-	-
As At 31st March, 2023	-	-
As At 31st March, 2024	**33.27**	**33.27**
NET CARRYING VALUE		
Property Plant and Equipment		33.27
Total Rs.		**33.27**

4. DEFERRED TAX (NET) AND MOVEMENT OF DEFERRED TAX ASSET/LIABILITIES (₹ IN LAKHS)

Particulars	As at 31.03.2024 ₹	As at 31.03.2023 ₹
Deferred Tax Asset on at beginning of year	-	-
Add: Deferred Tax Asset created during the Year	-	-
DTA on ROU Asset	0.47	-
NET DEFERRED TAX ASSETS	**0.47**	**0.47**

5. OTHER ASSETS (₹ IN LAKHS)

Particulars	As at 31.03.2024 ₹	As at 31.03.2023 ₹
Current	-	-
Deposit	4.00	-
Balance with Statutory Authorities	1.38	-
Advances to Suppliers	5.04	
Advanced To Employees	-	0.10
TOTAL CURRENT	**10.42**	**0.10**

6. CASH AND CASH EQUIVALENTS (₹ IN LAKHS)

Particulars	As at 31.03.2024 ₹	As at 31.03.2023 ₹
Cash and Cash Equivalents		
Cash on hand	-	0.07
Balance with Banks		
HDFC Bank	1.30	-
Axis Bank	0.57	2.09
TOTAL CASH AND CASH EQUIVALENTS	**1.86**	**2.16**

7. CURRENT TAX ASSETS /LIABILITES(NET)

(₹ IN LAKHS)

Particulars	As at 31.03.2024 ₹	As at 31.03.2023 ₹
Current Tax Assets /Liabilites(Net)		
Current		
Advance Tax/ Tax Deducted at source	1.76	4.40
Less: Current Tax Liabilities		
Provision for taxes	-	-
TOTAL CURRENT TAX ASSETS /LIABILITES(NET)	**1.76**	**4.40**

8. EQUITY SHARE CAPITAL

(₹ IN LAKHS)

Particulars	As at 31.03.2024		As at 31.03.2023	
	Number	Amount	Number	Amount
Authorized:				
75,00,000 Equity shares of Rs.10 /- each	750000	750.00	750000	750.00
TOTAL AUTHORIZED CAPITAL	**750000**	**750.00**	**750000**	**750.00**

Particulars	As at 31.03.2024		As at 31.03.2023	
	Number	Amount	Number	Amount
Issued Share Capital:				
2,45,000 Equity shares of Rs.10 /- each	245000	24.50	245000	24.50
Subscribed Share Capital:				
2,45,000 Equity shares of Rs.10 /- each	245000	24.50	245000	24.50
Paid up Share Capital:				
2,45,000 Equity shares of Rs.10 /- each Fully Paid	245000	24.50	245000	24.50
Reconciliation of Equity Shares Outstanding at the beginning and at the end of the reporting year				
At the beginning of the reporting period	245000	24.50	245000	24.50
Issued during the reporting period	-	-	-	-
Forfeited back during the reporting period	-	-	-	-
At the close of the reporting period	245000	24.50	245000	24.50
TOTAL	**245000**	**24.50**	**245000**	**24.50**

OTHER INFORMATION

PARTICULARS OF EQUITY SHAREHOLDERS HOLDING MORE THAN 5% OF THE TOTAL NUMBER OF EQUITIES SHARE CAPITAL:

(₹ IN LAKHS)

Sr. No.	Particulars	As at 31.03.2024		As at 31.03.2023		% Change during the year
		Nos	Shareholding as a % of total no. of shares	Nos	Shareholding as a % of total no. of shares	
1	Yatin Sanjay Gupte	90750	37.04 %	-	-	37.04 %
2	Sheetal Mandar Bhalerao	34760	14.19 %	-	-	14.19 %
3	Wardwizard Solutions India Private Limited	28058	11.45 %	-	-	11.45 %
4	Wardwizard Medicare Private Limited	27932	11.40 %	-	-	11.40 %
5	Abira Majmudar	-	0.00 %	34500	14.08 %	-14.08 %

DISCLOSURE OF SHARES HELD BY PROMOTERS AS AT MARCH 31, 2024 IS AS FOLLOWS:

(₹ IN LAKHS)

Sr. No.	Particulars	As at 31.03.2024		As at 31.03.2023		% Change during the year
		No of Shares	% of the total no. of shares	No of Shares	% of the total no. of shares	
1	Yatin Sanjay Gupte	90750	37.04 %	-	-	37.04 %
2	Sheetal Mandar Bhalerao	34760	14.19 %	-	-	14.19 %
3	Wardwizard Solutions India Private Limited	28058	11.45 %	-	-	11.45 %
4	Wardwizard Medicare Private Limited	27932	11.40 %	-	-	11.40 %
5	Abira Majmudar	-	0.00 %	34500	14.08 %	-14.08 %
	TOTAL	**181500**	**74.08 %**	**34500**	**14.08 %**	

DISCLOSURE OF SHARES HELD BY PROMOTERS AS AT MARCH 31, 2023 IS AS FOLLOWS:

(₹ IN LAKHS)

Sr. No.	Particulars	As at 31.03.2023		As at 31.03.2022		% Change during the year
		No of Shares	% of the total no. of shares	No of Shares	% of the total no. of shares	
1	Abira Majmudar	34500	14.08 %	34500	14.08 %	0.00 %
	TOTAL	**34500**	**14.08 %**	**34500**	**14.08 %**	

WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Mercantile Limited)
NOTES TO FINANCIAL STATEMENTS
(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

9. OTHER EQUITY

(₹ IN LAKHS)

Particulars	As at 31.03.2024 ₹	As at 31.03.2023 ₹
Other Equity		
Reserves and Surplus		
General reserve	-	-
Retained earnings	-64.46	-19.60
TOTAL	**-64.46**	**-19.60**

(₹ IN LAKHS)

Particulars	For the year ended March 31, 2024 ₹	For the year ended March 31, 2023 ₹
A. General Reserve		
General reserve at the beginning and end of the year	-	-
Closing Balance	**-**	**-**
B. Retained earnings		
Opening balance	-19.60	-16.50
Add: Profit for the year	-44.86	-3.10
Add: Reversal of Income tax provision of previous year	0.00	0.00
Other Comprehensive income arising from remeasurement of defined benefit obligation net of income tax	-	-
BALANCE AT THE END OF THE YEAR	**-64.46**	**-19.60**

10. FINANCIAL LIABILITIES

(₹ IN LAKHS)

Particulars	As at 31.03.2024 ₹	As at 31.03.2023 ₹
Non – current		
(i) Borrowings	-	-
(ia) Lease Liability	32.11	-
(ii) Building Lease liability	-	-
TOTAL	**32.11**	**-**

(₹ IN LAKHS)

Particulars		As at 31.03.2024 ₹	As at 31.03.2023 ₹
	Current		
(i)	Borrowings	45.14	-
(ia)	Lease Liability	2.96	-
(ii)	Building Lease liability	-	-
	TOTAL	**48.10**	**-**

LEASES AS LESSEE

(I) THE MOVEMENT IN LEASE LIABILITIES DURING THE YEAR (₹ IN LAKHS)

Particulars	As at 31.03.2024 ₹	As at 31.03.2023 ₹
Opening Balance	-	-
Additions during FY 2023-24	41.33	-
Finance costs incurred during the year	2.55	-
Payments of Lease Liabilities	8.82	-
BALANCE AS AT 31ST MARCH, 2024	**35.07**	**-**

(II) AMOUNT RECOGNISED IN STATEMENT OF PROFIT & LOSS ACCOUNT DURING THE YEAR (₹ IN LAKHS)

	Particulars	As at 31.03.2024 ₹	As at 31.03.2023 ₹
i.	(i) Expenses related to Short Term Lease & Low Asset Value Lease	-	-
ii.	Intrest	2.55	-
iii.	Depreciation	8.07	-
	TOTAL	**10.62**	**-**

(III) AMOUNTS RECOGNISED IN STATEMENT OF CASH FLOWS (₹ IN LAKHS)

Particulars	As at 31.03.2024 ₹	As at 31.03.2023 ₹
Total Cash outflow for Leases	8.82	-
TOTAL	**8.82**	**-**

(IV) MATURITY ANALYSIS OF LEASE LIABILITIES (₹ IN LAKHS)

Particulars	As at 31.03.2024 ₹	As at 31.03.2023 ₹
Maturity Analysis of contractual undiscounted cash flows	-	-
Less than One year	10.99	-
one to three years	24.07	-
more than three years	-	-
Total undiscounted Lease Liability	**35.07**	-
Balances of Lease Liabilities		
Non-Current Lease Liability	32.11	
Current Lease Liability	2.96	
TOTAL LEASE LIABILITY	**35.07**	**-**

11. TRADE PAYABLES (₹ IN LAKHS)

Particulars	As at 31.03.2024 ₹	As at 31.03.2023 ₹
Non - Current		
Total outstanding dues to Micro and Small Enterprise Creditors	-	-
Total outstanding dues to Other Creditors (except referred above)	-	-
TOTAL NON-CURRENT	**-**	**-**
Current		
Total outstanding dues to Micro and Small Enterprise Creditors	2.45	-
Total outstanding dues to Other Creditors (except referred above)	2.07	0.55
TOTAL CURRENT	**4.51**	**0.55**

Notes

*Includes payable to related parties-refer note No 21

Disclosure in respect of the amounts payable to Micro and Small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006 has been made in the financial statements based on information received and available with the Company For the year ended **March 31, 2024**

(₹ IN LAKHS)

Particulars	As at 31.03.2024 ₹	As at 31.03.2023 ₹
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting period		
Principal	2.45	-
Interest on the above Principal	-	-
The amount of interest paid by the buyer as per the Micro Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006)	-	-
The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
The amount of interest accrued for unpaid principal at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006	-	-

Trade Payables ageing schedule
As at March 31, 2024

(₹ IN LAKHS)

Particulars		Outstanding for following periods from due date of payment					Total ₹
		Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i	MSME	-	2.45	-	-	-	2.45
ii	Others	-	2.07	-	-	-	2.07
iii	Disputed dues – MSME	-	-	-	-	-	-
iv	Disputed dues - Others	-	-	-	-	-	-

As at March 31, 2024 (₹ IN LAKHS)

Particulars	Outstanding for following periods from due date of payment					Total ₹
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i MSME	-	-	-	-	-	-
ii Others	-	0.55	-	-	-	0.55
iii Disputed dues – MSME	-	-	-	-	-	-
iv Disputed dues - Others	-	-	-	-	-	-

12. OTHER CURRENT LIABILITES

(₹ IN LAKHS)

Particulars	As at 31.03.2024 ₹	As at 31.03.2023 ₹
Non - Current		
Advance from customers	-	-
Statutory Dues/liabilities	-	-
TOTAL NON-CURRENT	**-**	**-**
Current		
Advance from Customers	0.16	-
Statutory Dues/liabilities	0.81	0.04
Employee Salary	2.05	1.17
TOTAL CURRENT	**3.02**	**1.21**

13. REVENUE FROM OPERATIONS

(₹ IN LAKHS)

Particulars	For the year ended on 31st March, 2024 ₹	For the year ended on 31st March, 2023 ₹
Sale of products		
Sale of products	-	-
Sale of Services	11.10	13.50
TOTAL	**11.10**	**13.50**

14. OTHER INCOME

(₹ IN LAKHS)

Particulars	For the year ended on 31st March, 2024 ₹	For the year ended on 31st March, 2023 ₹
Interest on Income Tax Refund	-	0.14
Miscellaneous Income	0.36	0.01
TOTAL	**0.36**	**0.15**

15. EMPLOYEE BENEFIT EXPENSES

(₹ IN LAKHS)

Particulars	For the year ended on 31st March, 2024 ₹	For the year ended on 31st March, 2023 ₹
Salaries and Wages, Allowances	19.41	10.03
Staff welfare expenses	0.02	-
TOTAL	**19.43**	**10.03**

16. FINANCE COST

(₹ IN LAKHS)

Particulars	For the year ended on 31st March, 2024 ₹	For the year ended on 31st March, 2023 ₹
Interest on lease liability	2.55	-
TOTAL	**2.55**	**-**

WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Mercantile Limited)
NOTES TO FINANCIAL STATEMENTS
(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

17. DEPRECIATION AND AMORTIZATION

(₹ IN LAKHS)

Particulars	For the year ended on 31st March, 2024 ₹	For the year ended on 31st March, 2023 ₹
Depreciation and amortization	8.07	-
TOTAL	**8.07**	**-**

18. OTHER EXPENSES:

(₹ IN LAKHS)

	Particulars	For the year ended on 31st March, 2024 ₹	For the year ended on 31st March, 2023 ₹
1.	Advertising Expense	1.56	-
2.	Audit Fees	1.80	0.60
3.	Bank Charges	0.03	0.02
4.	BSE Listing Fees	3.35	3.00
5.	Legal & Professional Fees	11.05	1.09
6.	Directors Sitting Fees	2.75	-
7.	Miscellaneous Expenses	0.11	-
8.	Renewal charges	0.17	-
9.	Office Rent	0.80	-
10.	Postage & Courier Charges	0.07	-
11.	Publishing Charges	0.25	0.77
12.	Office Expense	0.01	0.18
13.	Rate/Fees/Taxes	1.12	0.84
	TOTAL	**23.08**	**6.50**

18.1. AUDITOR'S FEES

(₹ IN LAKHS)

Particulars	For the year ended on 31st March, 2024 ₹	For the year ended on 31st March, 2023 ₹
Statutory Audit Fees	1.00	0.40
For Other Services (For LRR)	0.80	0.20
TOTAL	**1.80**	**0.60**

19. TAXATION

THE KEY COMPONENTS OF INCOME TAX EXPENSE FOR THE YEAR ENDED 31 MARCH 2024 AND 31 MARCH 2023 ARE:

A. STATEMENT OF PROFIT AND LOSS (₹ IN LAKHS)

	Particulars	As at 31.03.2024 ₹	As at 31.03.2023 ₹
(i)	**Profit and Loss section**		
	a) Current tax		
	In respect of current year	0.00	0.00
	Total	**0.00**	**0.00**
	b) Deferred tax		
	In respect of current year	-0.47	-
	Total	**-0.47**	**-**
	Income tax expense reported in the Statement of Profit and Loss	**-0.47**	**-**
(ii)	**Other Comprehensive Income (OCI) section**		
	Income tax related to items recognised in OCI during the year	0.00	0.00
	a) Re-measurement of gain/ Loss on gratuity Plan	-	-
	Income tax charged to OCI	-	-
	Total	**-0.47**	**0.00**
B.	**RECONCILIATION OF TAX EXPENSE BETWEEN ACCOUNTING PROFIT AT APPLICABLE TAX RATE AND EFFECTIVE TAX RATE:**		
	Accounting profit before tax	-41.67	-2.88
	Statutory income tax rate	26.00 %	26.00 %
	Tax expense at statutory income tax rate	0.00	-0.75
	Non-Deductible Expenses for Tax Purpose	0.00	0.02
	Taxes of Earlier Year	3.66	0.22
	Loss on which DTA is not Created	0.00	0.73
INCOME TAX EXPENSE AT EFFECTIVE TAX RATE REPORTED IN THE STATEMENT OF PROFIT AND LOSS		**3.19**	**0.22**

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity Shares.The following table sets out the computation of basic and diluted earnings per share:

20. EARNINGS PER SHARE

Particulars	As at 31.03.2024 ₹	As at 31.03.2023 ₹
Profit After Tax item		
Profit for the year after tax expense	-44.87	-3.10
	-44.87	**-3.10**
Weighted average number of equity shares	2.45	2.45
Weighted average number of equity shares For diluted shares	2.45	2.45
Basic Earning per share	-18.31	-1.27
Diluted Earning per share	-18.31	-1.27
Nominal Value per Share	10	10

All amounts are in lakhs, except for Basic Earnings per Share, Diluted Earnings per Share, and Face Value per Share.

21. CONTIGENT LIABILITIES

(₹ IN LAKHS)

Particulars	As at 31.03.2024 ₹	As at 31.03.2023 ₹
Claims against the company not acknowledged as liabilities in respect of		
Income Tax Matters	4.46 -	2.61 -
TOTAL	**-**	**2.61**

22. RELATED PARTY DISCLOSURE

DISCLOSURE OF RELATED PARTY TRANSACTIONS AS ON March 31, 2024 ON BASIS

(In accordance with Regulation 23(9) of the SEBI (Listing Obligation and Disclosure Requirements) (Amendments) Regulation, 2018

LIST OF RELATED PARTIES:

NAME	RELATION
Joydeep Mazumder	Managing Director Resigned on 11/08/2023
Munmun Mandal	Director Resigned on 11/08/2023
Adipta Mazumder	Director Resigned on 11/08/2023
Ankita Chanda	Director Resigned on 11/08/2023
Subhendu Saha	Director Resigned on 11/08/2023
Dipankar Mazumder	Director Resigned on 11/08/2023
Partha Saha	Chief Financial officer Resigned on 10/08/2023
G.L.Kundu	Company Secretary Resigned on 31/08/2023
Yatin Sanjay Gupte	Promoter & Director Appointed on 11/08/2023
Sheetal Mandar Bhalerao	Promoter & Director Appointed on 11/08/2023
Kamal Ashwinbhai Lalani	Director Appointed on 11/08/2023
Dharmendra Ramabhai Bhaliya	Director Appointed on 11/08/2023
Mansi Jayendra Bhatt	Director Appointed on 11/08/2023
Kamal Ashwinbhai Lalani	Director Resigned on 29/02/2024
Mitesh Ghanshyambhai Rana	Director Appointed on 29/02/2024
Paresh Prakashbhai Thakkar	Director Appointed on 29/02/2024
Wardwizard Solutions India Pvt Ltd	Promoter company (Promoter from 11/08/2023)
Wardwizard Medicare Private Limited	Promoter company (Promoter from 11/08/2023)
Mittal Patel	Chief Financial Officer (Appointed w.e.f. 11/08/2023)
Dharmeshkumar Ashwinbhai Chauhan	Company Secretary Appointed on 04/09/2023
Gaurav Jayant Gupte	Managing Director Appointed on 11/08/2023

The related party balances and transactions for the year ended March 31, 2024, March 31, 2023 are summarised as follows:

(₹ IN LAKHS)

Particular	Related Party	For the year ended on 31st March, 2024 ₹	For the year ended on 31st March, 2023 ₹
Advances			
Yatin Sanjay Gupte	Promoter & Managing Director of the Company	45.14	-
Director Remuneration			
Joydeep Mazumder	Managing Director	2.16	6.00
Gaurav Jayant Gupte	Managing Director	7.68	-
Salary			
Mittal Patel	Chief Financial Officer	3.55	-
Partha Saha	Chief Financial Officer	0.91	2.58
G.L.Kundu	Company Secretary	0.60	1.45
Dharmeshkumar Ashwinbhai Chauhan	Company Secretary	4.49	-
Loans & Advances Given			
Wardwizard Medicare Private Limited	Promoter of The Company	10.00	-
Rent Expense			
Wardwizard Medicare Private Limited	Promoter of The Company	0.80	-

Closing Balance of Related Parties:

(₹ IN LAKHS)

Particular	Related Party	For the year ended on 31st March, 2024 ₹	For the year ended on 31st March, 2023 ₹
Advances			
Yatin Sanjay Gupte	Promoter & Managing Director of the Company	45.14	-
Director Remuneration			
Joydeep Mazumder	Managing Director	0.00	0.48
Gaurav Jayant Gupte	Managing Director	0.93	-
Salary			
Mittal Patel	Chief Financial Officer	0.47	-
Partha Saha	Chief Financial Officer	-	0.21
G.L.Kundu	Company Secretary	-	0.48
Dharmeshkumar Ashwinbhai Chauhan	Company Secretary	0.65	-
Loans & Advances Given			
Wardwizard Medicare Private Limited	Promoter of The Company	5.04	-
Rent Expense			
Wardwizard Medicare Private Limited	Promoter of The Company	0.35	-

WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Mercantile Limited)
NOTES TO FINANCIAL STATEMENTS

Particulars	As at 31.03.2024 ₹	As at 31.03.2023 ₹	% Variance	Reason for Variance Refers (Note No.)
1. Current Ratio Current Assets / Current Liabilities	0.25	1.28	80.28 %	Note No. 1
2. Debt – Equity Ratio Total Debt / Shareholder's Equity	-2.01	NA	NA	NA
3. Debt Service Coverage Ratio Earnings available for debt service / Debt Service	-0.38	NA	NA	NA
4. Return on Equity (ROE) Net Profits after taxes / Average Shareholder's Equity	NA*	NA*	NA	NA
5. Trade Receivables Turnover Ratio Net Credit Sales / Avg. Accounts Receivable	NA**	NA**	NA	NA
6. Trade Payables Turnover Ratio Net Credit Purchases / Average Trade Payables	NA**	NA**	NA	NA
7. Net Capital Turnover Ratio Net Sales / Average Working Capital	-0.61	2.95	120.50 %	Note No.2
8. Net Profit Ratio Net Profit / Net Sales	-404.19 %	-23.00 %	-1657.35 %	Note No.3

9.	**Return on capital employed (ROCE)** Earning before interest and taxes / Capital Employed	-110.66 %	-58.78 %	-88.25 %	Note No.4
10.	**Return on Investments** Income /Gain on investments / Average Investments	NA**	NA**	NA	NA

*** NA- Not applicable as the Net-worth is negative as on March 31, 2024**
**** NA- Not applicable as the trade receivables, purchases and investments are NIL as on March 31, 2024 and as on March 31, 2023**

Reason for Variance

Note	Reason
1.	Due to a change in management this year, we obtained short-term funds for the new business objectives, resulting in an increase in current liabilities compared to the previous year. Consequently, there has been a significant change in the current ratio.
2.	This year, minimal income was reported due to our current focus on planning and setting up new business activities, resulting in decreased net sales compared to last year. Additionally, changes in management and business activities led to increased current liabilities from short-term borrowings for business expansion, resulting in significant changes in the Net Capital Turnover Ratio for the year.
3.	As we continue to implement new business strategies and plans, there has been a decrease in sales and profits this year compared to last year. Consequently, a negative net profit ratio was reported for the current year.
4.	During the year, changes in management and business activities resulted in decreased earnings before interest and taxes (EBIT) and a decrease in capital employed compared to the previous year. Consequently, a negative return on capital employed (ROCE) was reported for the year.

WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Mercantile Limited)
NOTES TO FINANCIAL STATEMENTS

B	Other statutory information
(a)	The company does not hold any benami property and no proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
(b)	There is no any Intangible assets under development or capital work in progress as on March 31, 2024.
(c)	The Company is not declared wilful defaulter by any bank or financial institution or other lender.
(d)	There are no charges or satisfaction of charges yet to be registered with Registrar of Companies beyond the statutory period.
(e)	During the year ended 31st March, 2024, the Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
(f)	During the year ended 31st March, 2024, the Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
(g)	The Company did not have any transactions which had not been recorded in the books of accounts that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
(h)	The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

24	SUBSEQUENT EVENT
	There were no significant events after the end of the reporting year which require any adjustment or disclosure in the financial statements.
25	The Company is primarily engaged in the business of Consultancy and other services which has changed w.e.f 17/11/2023 by passing of special resolution and now company is in the business of medical and health service. Hence, company has only one reportable segment as per Ind AS 108 "Operating Segment".
26	The previous year figures have been regrouped / reclassified wherever necessary to conform to current year's presentation.

The accompanying notes are an integral part of the financial statements.
In Accordance with our Report of even date

For MAHESH UDHWANI & ASSOCIATES

Chartered Accountants
Firm number: 129738W
Mahesh Udhwani
Partner
M.No. 047328
UDIN : 24047328BJZYOX3894
Date: 30/05/2024
Place: Vadodara

For and on behalf of the Board
WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Ltd)
CIN:- L20237MH1985PLC034972

GAURAV GUPTE
Managing Director
DIN: 06741475

YATIN GUPTE
Non-Executive Director
DIN: 07261150

MITTAL PATEL
Chief Financial Officer
EXRPP9052F

DHARMESH CHAUHAN
Company Secretary
AEEPC8591C

Wardwizard
Healthcare Limited
(Formerly known as Ayoki Mercantile Limited)

CIN: L20237MH1985PLC034972

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

Corporate Office :
11, Windward Business Park,
Opp. Aadicura Hospital,
Jetalpura Road, Vadodara,
Gujarat - 390 007

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