

Date: May 27, 2024

REF: WHL/BSE/Scrutinizer Report/2024-25

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: Disclosure of Voting Results of Postal Ballot of the WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited) held for the Period from April 26, 2024 to May 25, 2024.

Listing Regulation: Regulation 44 and all other applicable regulations if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Dear Sir/Madam,

This is to inform you that the Postal Ballot of **WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)** was held for the period from **April 26, 2024 to May 25, 2024**.

In this connection, please find enclosed the following;

- (a) In terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the voting results of the aforesaid resolutions are enclosed in the prescribed format, as Annexure – I.
- (b) The Scrutinizers' Report on the resolutions passed at the Postal Ballot is enclosed as Annexure – II.

The aforesaid Voting Results of the Postal Ballot is also available on the Company's website at www.ayokimerchantile.com.

You are requested to take the same on record.

Thanking You.

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

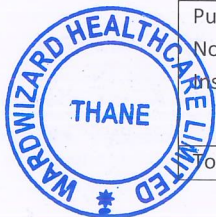
DHARMESH CHAUHAN
COMPANY SECRETARY & COMPLIANCE OFFICER
MEMBERSHIP NO.: A40003

Voting Results

Date of the AGM/EGM/Notice of Postal Ballot	22 nd April, 2024
Record date	19 th April, 2024
Total number of shareholders on record date	27
No. of shareholders present in the, meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A N.A
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	N.A N.A

Resolution required: (Ordinary/ Special)	ITEM NO. 1. REGULARIZATION OF APPOINTMENT OF PARESH PRAKASHBHAI THAKKAR (DIN: 08265981) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes –against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,81,500	1,81,500	100.00	1,81,500	0.00	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		1,81,500	1,81,500	100.00	1,81,500	0.00	100.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	63,500	37,059	58.3606	37,059	0.00	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		63,500	37,059	58.3606	37,059	0.00	100.00
Total		2,45,000	21,8559	89.2078	89.2078	0.00	100.00	0.00



Resolution required: (Ordinary/ Special)	ITEM NO. 2. REGULARIZATION OF APPOINTMENT OF MITESHKUMAR GHANSHYAMBHAI RANA (DIN: 06770916) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes –against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,81,500	1,81,500	100.00	1,81,500	0.00	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		1,81,500	1,81,500	100.00	1,81,500	0.00	100.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	63,500	37,059	58.3606	37,059	0.00	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		63,500	37,059	58.3606	37,059	0.00	100.00
Total		2,45,000	21,8559	89.2078	89.2078	0.00	100.00	0.00





SCRUTINIZER'S REPORT

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

Registered Office Address: Office No. 101, First floor, Shree Sai Ashirwad CHS, Gantali Path Road, Above Saibaba Mandir, Naupada, Naupada (Thane), Thane, Thane, Maharashtra, India, 400602.

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

Dear Sir,

I, Pooja Gala & Associates, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors in its meeting held on **22nd April, 2024** of Wardwizard Healthcare Limited (**Formerly known as Ayoki Merchantile Limited**) ("Company") for the purpose of scrutinizing the E-voting process in fair and transparent manner and ascertaining the requisite majority of Postal Ballot Notice dated **22nd April, 2024** voting carried out as per the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 & Companies (Management & Administration) Rules, 2014 as amended from time to time on the below mentioned resolutions passed by Postal Ballot.

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

The Company had appointed National Securities Depository Limited (NSDL) as the service provider for remote E-Voting to the shareholders from **26th April, 2024** (9.00 a.m.) to **25th May, 2024** (5.00 p.m.). On completion of e-voting period, in compliance of the provisions of Rule 20 (4) (xii) of the Companies (Management and administration) Amendment Rule, 2015, I have unblocked the E-Voting Votes on **25th May, 2024**.





Special Business:

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

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

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

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

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

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

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





retire by rotation and that he shall be paid sitting fees as approved by the Board and reimbursement of expenses (if any) as may be permissible under the law from time to time.”

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

I, Submit the Report on Postal Ballot as under:

1. In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not being sent to the Members for this Postal Ballot. Shareholders were requested to follow the procedure as stated in the notes and instructions for casting of votes by remote E-voting.
2. On account of threat posed by COVID-i.9 and in terms of the MCA Circulars, the Company had sent the Postal Ballot Notice in electronic form only to those members whose email id was registered with the two depositories and the RTA and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the Members as per the exemptions provided in the MCA circulars mentioned above. Accordingly, the communication of the assent or dissent of the Members had to take place through the E-voting system only. In order to facilitate those members who had not yet registered their e-mail address, a proper procedure was laid down for the shareholders to get their email registered with the RTA so that they could also participate in the e-voting facility extended by the Company.
3. The Company had uploaded the Notice together with the explanatory statement on their website of the Company www.ayokimerchantile.com. The RTA has generated Electronic Voting Event Number **128412** for the votes cast through e-voting mode. As directed by the Company, all necessary formalities specified under the Act and the Rules framed there under have been duly complied with by the Service Provider barring the ones as mentioned above.
4. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations relating to the items being placed for approval of the members through postal ballot by voting through E-voting.
5. The Postal Ballot e-voting result open by me scrutinized and the shareholding was confirmed with the Register of Members of the Company.
6. As stated in sub rule 3 of Rule 20 under the Chapter on “Management and Administration “Rules as notified by MCA on March 27, 2014 an advertisement was published by the Company in “Business Standard, Free Press Journal (English Newspaper) and Nav Shakti (Marathi Language, Mumbai Edition) on **25th April, 2024**, informing about the completion of dispatch of the Postal Ballot Notices.
7. On scrutiny, I report that out of 27 shareholders, 12 (Twelve) shareholders have exercised their vote through e-voting. The details of Postal Ballot results for the item placed for consideration by the members are given below;





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

Total No. of Shareholders	27						
Total No. of Shares	2,45,000						
Receipt of Postal Ballot Forms	Not Applicable						
E-Voting start date & end date	From 26 th April, 2024 to 25 th May, 2024						
		Total Number of Votes		Votes in favor of the resolution		Votes in against of the resolution	
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares
Total Votes Cast through e-Voting	A	12	2,18,559	12	2,18,559	0	0
Total Votes Cast through Postal Ballot Forms Received	B	0	0	0	0	0	0
Grand Total of e-voting/ Postal Ballot Form (A+B)	C	12	2,18,559	12	2,18,559	0	0
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	12	2,18,559	12	2,18,559	0	0

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes –against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,81,500	1,81,500	100.00	1,81,500	0.00	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	1,81,500	1,81,500	100.00	1,81,500	0.00	100.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	63,500	37,059	58.3606	37,059	0.00	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	63,500	37,059	58.3606	37,059	0.00	100.00	0.00
Total		2,45,000	21,8559	89.2078	89.2078	0.00	100.00	0.00



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

Total No. of Shareholders	27						
Total No. of Shares	2,45,000						
Receipt of Postal Ballot Forms	Not Applicable						
E-Voting start date & end date	From 26 th April, 2024 to 25 th May, 2024						
		Total Number of Votes		Votes in favor of the resolution		Votes in against of the resolution	
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares
Total Votes Cast through e-Voting	A	12	2,18,559	12	2,18,559	0	0
Total Votes Cast through Postal Ballot Forms Received	B	0	0	0	0	0	0
Grand Total of e-voting/ Postal Ballot Form (A+B)	C	12	2,18,559	12	2,18,559	0	0
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	12	2,18,559	12	2,18,559	0	0

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes –against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,81,500	1,81,500	100.00	1,81,500	0.00	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		1,81,500	1,81,500	100.00	1,81,500	0.00	100.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	63,500	37,059	58.3606	37,059	0.00	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		63,500	37,059	58.3606	37,059	0.00	100.00
Total		2,45,000	21,8559	89.2078	89.2078	0.00	100.00	0.00



Percentage of Votes cast in favor: 100.00%

Percentage of Votes cast against: 00.00%

As the number of votes castes casted in favor of the Resolution No.1 to 2 i.e. 100%, I report that the Special Business in Special Resolutions under section 110 of the Companies Act, 2013, and the Companies (Management & Administration Rules 2014, as set out in Notice of Postal Ballot dated **22nd April, 2024** has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

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

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

Thanking You,

Yours Faithfully,

Pooja Gala & Associates
(Practicing Company Secretary)

Membership No: 69393

COP: 25845

Peer Review Number: 2423/2022

ICSI UDIN: A069393F000458672

Date: 27-05-2024

Place: Thane