



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 GUPTA (DIN-07261150) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint **MR. YATIN SANJAY GUPTA (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 GUPTA (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 Share Registry (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 Share Registry (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 Share Registry (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 Shareregistry (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 Shareregistry (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 Shareregistry (India) Pvt. Ltd., if not registered with the Company/Purva Shareregistry (India) Pvt. Ltd., as mandated by SEBI by writing to the Company at ayoki1985@gmail.com or to Purva Shareregistry (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 Shareregistry (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 Shareregistry (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 Share Registry (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	<ol style="list-style-type: none"><li data-bbox="625 699 1526 997">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.<li data-bbox="625 1039 1526 1470">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.<li data-bbox="625 1512 1526 1627">3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration<li data-bbox="625 1669 1526 1890">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



	<p>progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 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.nsd.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.nsd.com. Select “Register Online for IDeAS Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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.</p>



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.com or 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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)	<p>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.</p> <ul style="list-style-type: none"> 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 Share Registry (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 GUPTA	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 GUPTA	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 FY 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")	<p>Mr. Yatin Sanjay Gupte is a Director of Wardwizard Medicare Private Limited.</p> <p>Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).</p> <p>Mrs. Sheetal Mandar Bhalerao is a director of WMPL.</p> <p>Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).</p>	As per Section 188 and RPT Policy of the Company	30 Crores Each Year	2024-25 2025-26
4.	Mr. Yatin Sanjay Gupte	<p>Mr. Yatin Sanjay Gupte is Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).</p>	As per Section 188 and RPT Policy of the Company	30 Crores Each Year	2024-25 2025-26
5.	Mr. Sanjay Mahadev Gupte	<p>Mr. Sanjay Gupte is father of Mr. Yatin Sanjay Gupte.</p> <p>Mr. Yatin Sanjay Gupte is Promoter & Non-Executive Non Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).</p>	As per Section 188 and RPT Policy of the Company	5 Crores Each Year	2024-25 2025-26
6.	Mrs. Sheetal Mandar Bhalerao	<p>Mrs. Sheetal Mandar Bhalerao is Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).</p>	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”)	<p>Mr. Gaurav Jayant Gupte is Designated Partner in KHWSL</p> <p>And also, he is a Chairman and Managing Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).</p> <p>Mr. Yatin Sanjay Gupte is a Designated Partner of KHWSL</p> <p>AND also the Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)</p>	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”)	<p>Mr. Yatin Sanjay Gupte is Promoter & Non-Executive Non-Independent Director of WFBL.</p> <p>And also, he is a Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).</p> <p>Mrs. Sheetal Mandar Bhalerao is Promoter & Chairperson & Managing Director of WFBL.</p> <p>And also, she is also Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).</p>	As per Section 188 and RPT Policy of the Company	30 Crores Each Year	2024-25 2025-26



15.	JZ Hospitality Private Limited ("JHPL")	<p>Mr. Mandar Bhalerao is Director & Promoter of JHPL</p> <p>And also, Mr. Mandar Bhalerao is Spouse of Mrs. Sheetal Mandar Bhalerao.</p> <p>Mrs. Sheetal Mandar Bhalerao is Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).</p>	As per Section 188 and RPT Policy of the Company	5 Crores Each Year	2024-25 2025-26
16.	Yatin S Gupte (HUF)	<p>Mr. Yatin S Gupte is Karta of Yatin Gupte (HUF).</p> <p>Mr. Yatin Sanjay Gupte is the Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).</p>	As per Section 188 and RPT Policy of the Company	10 Crores Each Year	2024-25 2025-26
17.	Mr. Mandar Bhalerao	<p>Mr. Mandar Bhalerao is the Spouse of Mrs. Sheetal Mandar Bhalerao</p> <p>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).</p>	As per Section 188 and RPT Policy of the Company	5 Crores Each Year	2024-25 2025-26
18.	Wardwizard Foundation	<p>Mrs. Sheetal Bhalerao, Mr. Yatin Sanjay Gupte and Mr. Gaurav Jayant Gupte are Trustee of Wardwizard Foundation</p> <p>And also, Mrs. Sheetal Mandar Bhalerao is a Promoter and Non-Executive Non-Independent Director, Mr. Yatin Sanjay Gupte is Promoter</p>	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”)	<p>Mr. Gaurav Jayant Gupte is Designated Partner in HSL</p> <p>And also, Mr. Gaurav Jayant Gupte is Chairman and Managing Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).</p>	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”)	<p>Mr. Gaurav Jayant Gupte is Director in BAIPL</p> <p>And also, Mr. Gaurav Jayant Gupte is Chairman and Managing Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).</p>	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”)	<p>Mrs. Kshitija Gaurav Gupte is Designated Partner in FSL.</p> <p>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).</p>	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”)	<p>Mrs. Kshitija Gaurav Gupte is Designated Partner in PIL.</p> <p>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)</p>	As per Section 188 and RPT Policy of the Company	5 Crores Each Year	2024-25 2025-26
27	Profitmonk Innovations Limited Liability	<p>Mrs. Kshitija Gaurav Gupte is Designated Partner in PIL.</p>	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 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	<p>The transaction involves</p> <p>(a) sale, purchase or supply of any goods or materials;</p> <p>(b) selling or otherwise disposing of, or buying, property of any kind;</p> <p>(c) leasing of property of any kind;</p> <p>(d) availing or rendering of any services;</p> <p>(e) The transaction involves payment of Remuneration and Consultancy</p> <p>(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.</p>				
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 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	<p>The transaction involves</p> <p>(a) sale, purchase or supply of any goods or materials;</p> <p>(b) selling or otherwise disposing of, or buying, property of any kind;</p> <p>(c) leasing of property of any kind;</p> <p>(d) availing or rendering of any services;</p> <p>(e) The transaction involves payment of Remuneration and Consultancy</p> <p>(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.</p>				
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	<p>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.</p>				



	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	<p>The transaction involves</p> <p>(a)sale, purchase or supply of any goods or materials;</p> <p>(b)selling or otherwise disposing of, or buying, property of any kind;</p> <p>(c)leasing of property of any kind;</p> <p>(d)availing or rendering of any services;</p> <p>(e) The transaction involves payment of Remuneration and Consultancy</p> <p>(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.</p>				
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 pursuant 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 5 except to the extent to their shareholding.

ITEM NO. 5:

APPROVAL FOR INCREASE IN LIMITS UNDER SECTION 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 GUPTA
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	<p>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.</p> <p>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.</p>
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)	<ol style="list-style-type: none"> 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



	<p>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</p>
Chairman / Membership of Committees in other Companies (along with listed entities from which the person has resigned in the past three years)	<p>Wardwizard Foods and Beverages Limited Audit Committee – Member</p> <p>Mangalam Industrial Finance Limited Audit Committee – Member Stakeholders Relationship Committee- Member Nomination & Remuneration Committee – Member Rights Issue Committee – Member</p> <p>I Secure Credit & Capital Services Limited Nomination & Remuneration Committee – Member</p> <p>Wardwizard Innovations & Mobility Limited Audit Committee - Member Fund Raising Committee – Member Risk Management Committee – Member Corporate Social Responsibility Committee – Member</p> <p>Wardwizard Healthcare Limited Stakeholders Relationship Committee – Member</p>
No. of Shares held in the Company (including shares held as a beneficial owner)	<p>90,750 37.04 %</p>
Relationship with any Director, Manager and Key Managerial Personnel (KMP) of the Company	<p>Mr. Gaurav Jayant Gupte and Mr. Yatin Sanjay Gupte are Business Partners</p> <p>Mr. Yatin Sanjay Gupte and Mrs. Sheetal Mandar Bhalerao are Business Partners</p>