

AYOKI MERCHANTILE LIMITED

Corporate Identification Number (CIN): L17120MH1985PLC034972;

Registered Office: Laxmi Commercial Centre, Room No. 405, 4th Floor, Senapati Bapat Marg,
Dadar (W), Mumbai, Maharashtra, 400028.

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

Corporate Office Contact Details: +91 6359158825

Website: www.ayokimerchantile.com Email Address: ayoki1985@gmail.com

Date: 13th October 2023

REF: AML/BSE/Postal-Ballot-Notice/2023-24

To,

BSE Limited

Listing Compliance

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai-400 001.

Ref: - Ayoki Merchantile Ltd_(Script Code: 512063)

Subject: Notice of Postal Ballot of Ayoki Marchantile Limited

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

Dear Sir/Madam,

We enclose a copy of the Postal Ballot Notice (“Notice”) dated **12th October 2023** together with the Explanatory Statement thereto, seeking approval of the Members to change in name and amend the Object Clause of the Memorandum of Association of the Company.

In accordance with the applicable laws and circulars thereunder, the Notice will be sent in electronic mode only to those members whose names appeared in the Register of Members/ List of Beneficial Owners maintained by the Company RTA/ Depositories respectively as at close of business hours on (Cut-off Date) **06th October 2023**.

The Notice is also available on the website of the Company i.e., <https://www.ayokimerchantile.com> Members whose names appeared in the Register of Members/ List of Beneficial Owners as of the cut-off date i.e., **Friday, 06th October 2023** are eligible for the purpose of remote e-voting.

The remote e-voting will commence on **Wednesday, October 18, 2023** (9:00 a.m. IST) and will end on **Thursday, November 16, 2023** (5:00 p.m. IST).

Kindly take note of the same.

Thanking you,

For, **AYOKI MERCHANTILE LIMITED**

DHARMESH CHAUHAN

COMPANY SECRETARY & COMPLIANCE OFFICER

MEMBERSHIP NO. – A40003

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POSTAL BALLOT NOTICE

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

Dear Member,

Notice is hereby given pursuant to Sections 110 and 108 of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ministry of Corporate Affairs (“MCA”) for holding general meetings/ conducting postal ballot through e-voting, vide General Circular No. 11/2022 dated 28th December, 2022 (in continuation to the circulars issued earlier in this regard), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) vide circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023, Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and subject to other applicable laws and regulations, for seeking approval of the members of the Company to the resolutions appended below, proposed to be passed through Postal Ballot (“Postal Ballot”) by way of voting through electronic means (“remote e-voting”).

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

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

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

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

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The Board of Directors of the Company has appointed **Mrs. Pooja Amit Gala**, Practicing Company Secretary, having Membership No. ACS 69393 and CoP No. 25845 to act as a Scrutinizer to conduct the postal ballot only through the remote e-voting process in a fair and transparent manner.

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

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

The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e., 16th November, 2023 in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.

SPECIAL BUSINESS

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

1. To establish, construct, erect, maintain, run, manage, develop, own, acquire, purchase, undertake, improve, equip, and initiate Hospital and Research Centers in the field of Medicine, Cardiac, Surgery, Urology, ENT, Oncology, Nephrology, Gynecology, Pediatric, neonatology, Orthopedic, surgery, ICU, trauma unit, multi-specialty hospitals, dispensaries, clinics, diagnostic centers, chemist shops, blood banks, eye banks, kidney banks, nursing homes, all types of rehabilitation and healthcare centers, medical research centers, medical institutions, pathological testing laboratories, X-ray and ECG clinics, scan centers, wellness center, provide app based medical assistance including appointment of doctors, delivery of medical products/medicines, all app based diagnostics services including home collection, providing medical assistance at home, physiotherapy centre, rejuvenation centres, and other similar establishments and activities for providing medical treatment in all branches in India and abroad.
2. To act as Consultants and Advisors providing technical know-how, technical services, and allied services for the establishment, operation, and improvement of Nursing Homes, Hospitals, Clinics, Medical Institutions, Medical Centers, Diagnostics Centers, and Laboratories in India and abroad. Further, to carry out medical research by engaging in the research and development of all fields of medical sciences, and in therapies of medical treatment, to provide research facilities for carrying on research, basic and applied, in all systems and disciplines of medical and surgical knowledge.
3. To encourage and discover new medical and/or surgical management of disease and to investigate and make known the nature and merits of investigations and findings and research in the said field, and to acquire any processes and to improve the same. Additionally, to provide, encourage, initiate, or promote facilities for the discovery, improvement, or development of new methods of diagnosis, understanding, and treatment of diseases.
4. To manufacture, formulate, process, develop, refine, import, export, wholesale, and/or retail trade all kinds of pharmaceuticals, antibiotics, drugs, medicines, biologicals, nutraceuticals, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines, chemicals, chemical products, dry salters, mineral waters, wines, cordials, liquors, soups, broths, and other restoratives or foods. Also, to deal in medicinal goods such as surgical instruments, contraceptives, photographic goods, oils, perfumes, cosmetics, patent medicines, soaps, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines, and tinctures extracts. To carry on the business of vialling, bottling, repacking, processing of tablets, capsules, syrups, injections, ointments, etc.

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5. To carry on the business of chemists, druggists, buyers, sellers, agents, distributors, and stockiest of all kinds of pharmaceuticals and allied products and to carry on business activities as importers, merchants, general order suppliers, commission agents, representatives, distributors, royalty owners, contractors, auctioneers, indent agents, passage agents, factors, organizers, concessionaries, sale agents, sub-agents, and insurance agents, in connection with the business of the Company.
6. To establish, run, and maintain hospitals for the reception and treatment of persons suffering from illness or mental defects, and to provide medical relief to the public in various branches of medical sciences. Also, to operate Diagnostic Centers, Scan Centers, Nursing Homes, Clinics, Dispensaries, Maternity Homes, Child Welfare and Family Planning Centers, Clinical and Pathological testing laboratories, X-Ray and ECG Clinics, and act as Consultants and Advisors for the establishment, operation, and improvement of such medical facilities. Furthermore, to engage in medical research, develop pharmacological standardization of indigenous medical plants, and encourage the discovery of new medical and/or surgical management of diseases and to establish and operate health portals, websites, medical transcription centers, data processing/computer centers, retail chains, and e-commerce platforms, and offer related services to individuals, businesses, and other customers.
7. To carry on the business of medicinal plantations, including the cultivation, harvesting, processing, and marketing of medicinal plants, and conduct research in the field of medicinal plants and their applications in medicine, promote the use of medicinal plants for the prevention and treatment of diseases, provide consultancy services in the field of medicinal plants and their applications, publish books, journals, and other materials on the subject of medicinal plants, and organize conferences, seminars, and workshops on the subject of medicinal plants. Additionally, the company may engage in any other activity that is related to medicinal plants and the medical field.
8. To establish, maintain, and operate medical education institutions including Medical Colleges, Teaching Hospitals, Nursing Schools, Paramedical Institutes, and Research Centers, with the primary objective of imparting quality medical education and training, as well as promoting research and advancement in the field of medicine and Continuing Medical Education (CME) Programs, and to grant stipends, scholarships or any other assistance, monetary or otherwise to whomsoever to further the course of medicine and/or medical research, in accordance with the applicable laws and regulations.
9. To educate and train medical students, nurses, midwives, doctors, paramedical technicians, other medical professionals, and hospital administrators and to grant diplomas or recognitions as the company may prescribe or deem fit from time to time and outsource and place nurses, doctors, paramedical technicians, and other medical professionals to clients in India and abroad on a contractual or non-contractual basis.
10. To purchase, sell, manufacture, produce, grow, import, export, pack, repack, refine, acquire, process, store, distribute, exchange or otherwise deal in all types of Ayurvedic medicines,

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

- b. Inserting new Clause III(B) as “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)” and Deleting the OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS (Clause III(B)) and Other Objects (Clause III(C))

(B). Matters which are necessary for the furtherance of the Objects specified in Clause III (A) are:

1. To purchase, take on lease or in exchange, hire or otherwise acquire any estates, land or lands in India or elsewhere and any rights, privileges and easements and concessions and factories machinery, implements, tools, live and dead stock, stores effects and other property, real or personal, immovable or movable of any kind.
2. To buy or generate for its own use of distribution or otherwise steam, heat, light, electricity, gas, motive power and hydro-electric or water power.
3. To construct, maintain and alter any buildings or works, necessary or convenient for the purpose of this Company and to purchase, hire, construct, improve, maintain, work, manage, carry out or control any roads, roadways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, river transport services, wharves, manufactories, warehouse, electric workshops, stores, jetties and other conveniences and works which may seem calculated directly or indirectly to advance the Company's interest and to contribute to subsidies or otherwise assist or take part in the construction, improvements, maintenance, workings, management, carrying out or control thereof.
4. To acquire from any Sovereign, State or authorities in India or elsewhere, any concession grants, decrees, rights, powers and privileges whatsoever, which may seem to the Company capable of being turned to account and to work, develop, carryout, exercise and turn to account the same.
5. To plant, grow and produce agricultural products and other produce of any kind in India or elsewhere necessary or useful for the business of the company.

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6. Generally, to undertake and carry on any business, transaction or operation commonly undertaken or carried on by explorers, prospectors or concessionaries and to carry on any other business which may seem to the company capable of being conveniently carried on in connection with any of the objects of the Company, or which may be thought calculated directly or indirectly to enhance the value of or render profitable, any of the Company's property or rights.
7. To enter into any arrangement or agreement with any Government, State or authority, municipal, local or otherwise, or any Corporation, Companies, or person that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such Government, State authority Corporation, Company or persons any rights, privileges or concessions and to carry out, exercise and comply with such arrangement or agreement.
8. To apply for, promote and obtain any Act of Legislature or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly, or indirectly to prejudice the Company's interests
9. To acquire by purchase or otherwise for the business of the Company in India or elsewhere, any lands, manufactories, buildings, mills, plants, engines, machinery and other things found necessary for the purpose of the Company.
10. To establish and carry on and to promote the establishment of and carrying on, any property in which the Company is interested, of any business which may be conveniently carried on upon or in connection with such property, and the establishment of which may seem calculated to enhance the value of the Company's interest in such property, or to facilitate the disposal thereof.
11. To exercise conduct research, develop, grant licenses, in respect of sell, let or otherwise turn to account any inventions, processes, letters patent, licenses, concessions, rights or privileges belonging to the company or which it may acquire, or any interest in the same; to apply for takeout and register any patent or patents for any invention or inventions, or obtain exclusive or other privileges, in respect of the same, in any part of the world; and to manufacture and produce and trade and deal in all machinery, plant, articles, appliances and things capable of being manufactured, produced or traded in by virtue of or in connection with any inventions, processes, letters patent, brevets d' inventions, licenses, concessions, rights or privileges as aforesaid.
12. To form, promote, subsidies, organize, and assist or aid in forming promoting, subsidizing, organizing or aiding companies, syndicates or partnerships of all kinds for the purpose of acquiring and undertaking any property and liabilities of the Company or of advancing directly or indirectly the object thereof for any other purpose which this Company may think expedient and to take or otherwise acquire and to hold shares in any other Company having objects similar to those of this Company or carrying on any business capable of being conducted so as

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directly or indirectly to benefit this Company.

13. To draw, make, accept, endorse, execute, issue and negotiate bills of exchange, promissory notes, cheques, drafts, hundis and other instruments of every description.
14. To issue money on deposit, at interest or otherwise and to lend and advance money with or without security to such persons and companies and on such terms as may seem expedient. However, the Company shall not do the business of banking as defined in the Banking Companies Act.
15. To receive money on deposit, at interest or otherwise and to lend and advance money with or without security to such persons and companies and on such terms as may seem expedient. However, the Company shall not do the business of banking as defined in the Banking Companies Act.
16. To lay out, advance, invest and deal with the Company's moneys to such person or company and in or upon such investments or securities and generally in such manner as may from time to time be determined.
17. To procure the Company to be registered, incorporated or recognized in any place outside India.
18. To give donations or subscriptions to any religious charitable or social institutions or to give any charity incidental to or conducive to any business that may be carried on by the Company
19. To distribute any of the properties of the Company among the members in specie or otherwise, but so that no distribution amounting to a reduction in capital be made without the sanction (if any) for the time being required by the law.
20. To pay for any property or rights acquired by the Company either in cash or fully or partly paid shares with or without preferred or deferred rights in respect of dividends or repayment of capital or otherwise or by any securities which the Company has power to issue or partly in one mode and partly in another and generally on such terms as the Company may determine.
21. To take part in management, supervision, or control of the business or operation of any Company or undertaking, and for that purpose, to appoint and remunerate any directors, accountants or other experts or officers.
22. To sell, exchange, mortgage (with or without power of sale) assign, lease, sublet and generally otherwise deal with the whole or any part of the business, estate property or undertaking of the Company, as a going concern, to any person or persons, association or associations, or otherwise for such consideration as the Company may think fit, either for cash or for shares, debentures, or securities for any other Company having objects altogether or in part, similar to the objects of this Company and to hold or distribute among the members in specie or otherwise the whole or part of the consideration for such sale or amalgamation with any

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person, company or association.

23. To establish or aid in the establishment of association, institutions, funds, trusts and charities and other conveniences intended to benefit employees or ex-employees of the Company or their dependents and to grant pension or allowances and generally to subscribe money for any public, general or useful objects.
24. To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company or to contract with any person, firm or Company to pay the same and to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of this company.
25. To insure with any person, firm, association or Company against losses, damages, risks and liabilities of any kind which may affect the company either wholly or partially and if thought fit, to affect any such insurance by joining or becoming a member of any mutual insurance, protection or indemnity association, federation or society, and to accept any such insurance or any part thereof for the account of the Company.
26. To enter into all contracts with persons in India or outside for the purchase or sale of all goods, materials, commodities, metals, minerals, jewels, stores, provisions and produce of all kinds, both raw and manufactured, for the business of the Company and to make advances to persons in India or outside in respect of such contracts for the development of the business of the Company.
27. To establish and construct buildings and houses required to accommodate officers and workmen as may be found necessary.
28. To issue, subscribe for, conditionally or unconditionally or absolutely, purchase, hold, underwrite, negotiate, and deal in loans, stock, shares, bonds or obligations of any Government, State or Central, local authority, port trust, municipal body, or any company or other corporation, and the shares, stocks, debentures, and debenture - stock (whether perpetual or terminable) of any Joint Stock Company or co-partnership and investments of all kinds.
29. Company may, subject to the provisions of the Companies Act, purchase its own shares or other specified securities out of its free reserves or the securities premium account or the proceeds of any other shares or any specified securities and also issue sweat equity shares subject to fulfilment of conditions as per the provisions of the Companies Act and also shares to the employees of the Company or its associate companies under the employees stock option scheme as may be framed and followed in accordance with the guidelines that are notified, issued or may be issued by the Securities and Exchange Board of India.
30. The Company may have its shares and securities dealt in depositories into by fungible form and may opt to have the securities dealt with by depositories by following the regulations,

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notifications and rules that may be framed under Depositories Act read with Companies Act, Securities Contract (Regulation) Act and Securities and Exchange Board of India Act and other applicable Laws.

31. To be interested in, promote and undertake the formation and establishment of such institutions businesses or companies (industrial, trading, manufacturing or other) which may seem to the Company capable of being conveniently carried on in connection with any of these objects or otherwise calculated directly or indirectly, to render any of the Company's property or rights for the time being profitable and also to acquire, promote, aid, foster, subsidies, or acquire interest in any industrial or other undertaking in India or any Indian State.
32. To purchase or otherwise acquire, undertake and carry on the whole or any part of the business, goodwill, property, assets and liabilities of any persons or person, firm or company carrying on any business of any nature altogether or in part similar to any business which the Company is authorized to carry on or possessed of property suitable for the purposes of the Company and to pay for the same and all other properties or rights of whatsoever kind acquired by the Company in cash or in shares, debentures, debenture-stocks of the Company and to carry on, pending a sale or realization, any business which the Company may as mortgages have taken possession of or acquired by foreclosure.
33. To amalgamate, enter into partnership or any arrangement whether terminable or otherwise, for sharing profits, union of interest, joint adventure, reciprocal concessions, co-operation, or otherwise, with any person or persons, firm, association, company or corporation, having objects altogether or in part similar to those of the Company or carrying on or about to carry on or engaged in or about to engage in any business or transaction which the Company is authorized to carry on or engage in, any business, undertaking or transaction, capable of being carried on or conducted so as to directly or indirectly benefit the Company; and to lend money to and to guarantee the contracts and to subsidies or otherwise assist any such person, persons, firm, association, corporation or company; to subscribe for and to take or otherwise acquire and to hold shares or other interests or stock or securities, of any such person, persons, firm, association, corporation or company and to sell, hold, re-issue with or without guarantee or otherwise deal same and accept other shares in exchange for the same; and to form, constitute or permit any other company or Companies of the purpose of acquiring all or any of the properties, rights and liabilities of this Company or for any other purposes which may seem directly or indirectly beneficial to this Company.
34. To join and participate in any Chamber of Commerce or Commercial institutions or Bodies as member of associate member and to pay all subscriptions and other amounts for such purpose.
35. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
36. To establish, promote, form and subsidies or otherwise assist in establishing, promoting, forming and subsidizing any other Company and to prosecute or assist in the prosecution of any other undertakings or enterprises of any description and to secure by underwriting or

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**Corporate Office: 11, Windward Business Park, Opp. Aadicura Hospital, Jetalpur Road,
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otherwise in subscription of all or any part of the share, loan or other capital, including any stock, shares, debentures, debenture-stock or other securities of this Company or any other Company and to pay and to receive any commission, brokerage or other remuneration in connection therewith and to obtain a settlement of quotation upon any exchange of any share loan or other capital of this Company or any other Company.

37. To promote and to form and to be interested in and take hold and dispose of shares in other companies for all or any of the objects mentioned in this Memorandum and to transfer to any such Company and to take or otherwise acquire, hold and dispose of shares debentures and other securities in or of any such Company and to subsidies or otherwise assist any such Company.
38. To assist any Company, financially or otherwise by issuing or by subscribing for or guaranteeing the subscription and issue of shares, stock, debentures, debenture stock or other securities and to take, hold and deal in shares, stock and securities of any Company notwithstanding any liability that may be thereon.
39. To acquire and hold shares in any other Company and pay for properties, rights or privileges, acquired by this Company, either in shares of this Company or partly in cash or otherwise and to give shares or stock of this Company in exchange for shares or stock of any other Company.
40. To float and bring into existence such companies as may appear advantageous.
41. To undertake and carry on any business transaction or operation commonly undertaken or carried on by financiers, promoters of companies, bankers, underwriters, concessionaries and contractors for, public and other works, capitalist or merchants, in particular to underwrite issue and place shares, stocks, bonds, debenture -stocks and securities.
42. To effect insurances and assurances on the lives of any debtors to the Company or on the lives of any other persons in whom the Company may have an assurable interest and to pay the premiums and other moneys required to keep up the policies of assurances out of the moneys of the Company.
43. To open and keep register or registers in any country or countries where it may deem advisable to do so and to allocate any number of shares in the Company to such register or registers.
44. To improve, manage, work, develop, lease, mortgage, abandon or otherwise deal with all or any of the properties of the Company, rights and concessions of the Company.
45. To create any Depreciation Fund, Reserve Fund, Insurance Fund, Sinking Fund or any other Special Fund, whether for depreciation or repairs, replacement, improving, extending or maintaining any of the properties of the Company, or for any other purposes conducive to the interests of the Company.

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46. To place to reserve or distribute as dividend or bonus among the members or otherwise to apply, as the Company from time to time may think fit any moneys received by way of premium on shares or debentures issued at a premium by the Company and any moneys received in respect of dividends accrued on forfeited shares and moneys arising from the sale by the Company of forfeited shares.
47. To capitalize its reserves and issue bonus shares.
48. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes not falling under the provisions of Lotteries Act, rewards and donations.
49. To borrow or raise money, or receive monies on deposit, interest or otherwise in such manner as the Company may think fit for the business of the Company including by issue of Debentures perpetual or otherwise, including Debentures convertible into shares, or perpetual annuities and to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the company, present or future, including its uncalled Capital by Special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale of the property except uncalled capital and other powers as may seem expedient, and to purchase, redeem, or pay off any such securities.
50. To buy, sell, dispose of and deal in coal, limestone, brick-earth, line, bricks, fire bricks, pipes, tiles, fire and other clays, building materials, engineering products, wire ropes and electrical or mechanical plant and machinery.
51. To carry on the business of general merchants, contractors, agents, factors, general exporters, and importers, of all kinds of goods and deal in all kinds of dyes, paints, and chemicals, oil of every description, either vegetable oils or mineral oils, petroleum oil and all liquid and solid hydrocarbons, hardware, turnery, wearing apparel and household and personal provisions fittings, utensils, ornaments and articles, tobacco, wines and spirits, groceries and provisions and sugar and all sugar products and by products and all kinds of metals
52. To buy, sell, dispose or repair or deal in vehicles of all description either power driven or otherwise, bicycles, tricycles, motor cycles, ships, boats and tugs of all description.
53. To undertake financial and commercial obligations, transactions and operations of all kinds.
54. To carry on the business of merchants, commission and other agents, warehousemen, wharfingers, under writers, contractors and general engineers
55. To purchase, charter, hire, build or otherwise acquire vehicles of any or every sort or description for use on or under land or water or in the air and to employ the same in the carriage of merchandise of all kinds or passengers and to carry on the business of owners of

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trucks, trams, lorries, motor, cars and of ship owners and lighterman and owner of aircraft in all or any of their respective branches.

56. To carry on the business of leasing and letting on lease, hire purchase, instalment sale and any other form of deferred payment or similar transaction in all kinds of movable and immovable properties and to render leasing hire purchase financial consultancy and advisory services.
57. To generate, accumulate, distribute, supply electricity and other power (subject to and in accordance with law) by using wind, bio-mass, bio-gas or by any other means, conventional or non-conventional for the purpose of light, heat, motive power and for all other purposes for which electric and other energy can be employed deal in the equipment, accessories and tools required for the purposes of Generation of power and to construct, install, operate and maintain all kinds of power generation equipment and related products.

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

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

By Ayoki Merchantile Limited

Sd/-

Dharmesh Chauhan

(Company Secretary)

Membership No: ACS-40003

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CIN: L17120MH1985PLC034972

Email: ayoki1985@gmail.com

Place: Vadodara

Date: 12-10-2023

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NOTES:

1. Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out material facts relating to the resolution proposed to be passed is annexed hereto.
2. The Postal Ballot Notice is being sent only by email to all those Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on **06th October, 2023 (the "Cut-off date")** and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Purva Share Registry (India) Private Limited ("RTA").
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at www.ayokimerchantile.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com. The Postal Ballot Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., evoting@nsdl.co.in.
4. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on **the Cut-off date on 06th October, 2023**. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this notice for information purpose only.
5. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to temporarily update their email address by accessing the link <https://www.purvashare.com/email-and-phone-updation/> or to the Company at ayoki1985@gmail.com.
6. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to ayoki1985@gmail.com.

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7. Procedure for Remote E-Voting

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP





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	<p>and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div> App Store  Google Play</div> <div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.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

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	registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains

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- (ii) your 'User ID' and your 'initial password'.
If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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General Guidelines for shareholders

1. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cspoojagala@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to ayoki1985@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ayoki1985@gmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e., Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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General Instructions

i. In case Members of the Company who have not registered their e-mail address:

On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circulars mentioned hereinabove, the Company is sending Postal Ballot Notice in Electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E- voting system only. Therefore, those Members who have not yet registered their e-mail address are requested to get their e-mail addresses temporarily registered by visiting <https://www.purvashare.com/email-and-phone-updation/>. Post successful registration of email, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, member may write to evoting@nsdl.co.in.

ii. The Remote E-voting period commences from **9.00 a.m. (IST) on 18th October, 2023** and ends **at 5.00 p.m. (IST) on 16th November, 2023** During this period, the members of the Company, holdings shares either in physical form or in demat form, as on the **Cut-off date i.e., 06th October, 2023** may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

iii. The Scrutinizer shall unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

iv. Subject to the receipt of sufficient votes, the Resolution shall be deemed to have been passed on the last date of voting **i.e., on 16th November, 2023**. The results declared along with the Scrutinizer's Report shall be placed on the Company's website of the Company i.e., **www.ayokimerchantile.com** and will be communicated to the Stock Exchanges where the Company's shares are listed.

v. To receive communication through electronic means, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form.

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

AYOKI MERCHANTILE LIMITED
CIN: L17120MH1985PLC034972

Registered Office: Laxmi Commercial Centre, Room No.405, 4th Floor Senapati Bapat Marg, Dadar (West) Mumbai City Maharashtra 400028

Corporate Office: 11, Windward Business Park, Opp. Aadicura Hospital, Jetalpur Road, Vadodara – 390007.

Mobile No: +91 6359158825

Website: www.ayokimerchantile.com Email id: ayoki1985@gmail.com

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

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

The Board of Directors in its meeting held on 11th August, 2023 discussed the need of changing its main object of the Company. The present management proposes to carry out the business activities of **medical** facilities/treatment, multi-speciality hospitals, medical/para medical educational institutions, research/technology labs etc. plantations for medicines and to manufacture, formulate, process, develop, refine, import, export, trade all kinds of pharmaceuticals, antibiotics, drugs, medicines, biologicals, nutraceuticals, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines etc. The detailed object clause is mentioned in the resolution under item no. 1. The management proposes to conduct these business activities in Ayoki Merchantile Limited, which requires change in object of the Company. The management proposes that the new business activities in the listed entity will make a value addition to the net worth the Company by increased top line and its profitability & sustained earnings in the future. This will benefit public shareholders at large.

The present name of the Company reflects the Trading in consumer goods & Services providing advisory consultancy and investment services. Presently, new management of the Company wants to change its main business activities as medical facilities/treatment, multi-speciality hospitals, medical/para medical educational institutions, research/technology labs etc. plantations for medicines and to manufacture, formulate, process, develop, refine, import, export, trade all kinds of pharmaceuticals, antibiotics, drugs, medicines, biologicals, nutraceuticals, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines etc. The new name will reflect the correct & new business activities of the Company. Wardwizard is the brand name established by the present management. Hence, the present management decided to change the name of the Company to **“Wardwizard Healthcare Limited”**

As per the provisions of section 13 of the companies act 2013 approval of the shareholders is required to be accorded for changing the name of the company by way of passing Special Resolution. Hence the resolution is put up for the shareholders' approval.

The Company has complied with Regulation 45(1) of SEBI (Listing Obligations and Disclosure) Requirements, 2015, to the extent they are applicable. A certificate from a Practicing Chartered Accountant to this effect is annexed herewith as Annexure 1.

Ministry of Corporate Affairs (MCA), Central Registration Centre vide its letter dated **03rd October, 2023** has given NOC for change of name of the Company to **“WARDWIZARD HEALTHCARE LIMITED”** & this name is valid only for 60 days from the date of approval within which all formalities are required to be compiled. However, all the regulatory approvals may not come within the stipulated time. Hence shareholders' approval is being obtained to change name of the company with any other name also as may be acceptable to the regulatory authorities without specific consent of the members.

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Your directors recommend the Special Resolution set out at Item No. 1 of this Notice for approval of the shareholders.

None of the Directors, Managers, Key Managerial Personnel and their relatives, in any way, is concerned or interested in the resolution except to the extent of their shareholding/ shareholding of their associates as Promoters / Promoter Group in the Company.

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

The Board of Directors in its meeting held on 11th August, 2023 discussed the need of changing its main object of the Company. The present management proposes to carry out the business activities of medical facilities/treatment, multi-speciality hospitals, medical/para medical educational institutions, research/technology labs etc. plantations for medicines and to manufacture, formulate, process, develop, refine, import, export, trade all kinds of pharmaceuticals, antibiotics, drugs, medicines, biologicals, nutraceuticals, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines etc. The detailed object clause is mentioned in the resolution under item no. 2. The management proposes to conduct these business activities in Ayoki Merchantile Limited, which requires change in object of the Company. The management proposes that the new business activities in the listed entity will make a value addition to the net worth the Company by increased top line and its profitability & sustained earnings in the future. This will benefit public shareholders at large.

Pursuant to the provisions of Section 4, 13, 110 and all other applicable provisions, if any, of the Act, read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), alteration of the Object Clause 3A of the MOA of the Company BY INSERTING NEW Clause III(A) and (B) requires the approval of the members by means of a Special Resolution through Postal Ballot.

Hence, it is proposed to amend the object clause of the Memorandum of Association of the Company as set out in the resolution under Item No.2 to empower the Board of Directors of the Company to alter the object clause in line with the requirements of Section 4 of the Companies Act, 2013 and also to pursue new business opportunities which can be carried on conveniently with the businesses of the Company as and when they deem fit.

As per the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 the resolution for altering the Object Clause of Memorandum of Association of the Company can be passed by the Company only through Postal Ballot process.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

AYOKI MERCHANTILE LIMITED

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The Board recommends the resolution under Item No. 2 for approval of the members as a Special Resolution.

By Ayoki Merchantile Limited

Sd/-

Dharmesh Chauhan

(Company Secretary)

Membership No: ACS- 40003

Registered Office: Laxmi Commercial Centre, Room No.405, 4th Floor Senapati Bapat Marg, Dadar (West) Mumbai - 400028

CIN: L17120MH1985PLC034972

Email: ayoki1985@gmail.com

Place: Vadodara

Date: 12-10-2023



VRCA & Associates

Chartered Accountants

CA. Vinod J. Kansara CA. (Dr.) Brijesh Vithalani CA. Krunal Brahmhatt
CA. Kirti Sonavane CA. Deepak Kulkarni CA. Vidhi Rachchh
CA Venugopal Shastri

H.O. : A-737, Sun West Bank, Near Vallabh Sadan, Opp. City Gold,
Riverfront, Ashram Road, Ahmedabad – 380009

301, SAMYAK STATUS, NEAR D.R. AMIN
SCHOOL, DISTRICT COURT ROAD, DIWALIPURA,
VADODARA-390007 Gujarat.
PHONE : 0265 - 3100815, 2322046 +91 6353897874
E-mail : artvrca@gmail.com
Website : www.vrca-ca.com

To,
BSE Limited
Listing CRD Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001.

Dear Sir/ Madam,

Sub: Undertaking for compliance with conditions at sub-regulation (1) of Regulation 45 of SEBI LODR, Regulation, 2015.

Ref: Application seeking In-Principle approval for change of name of company under regulation 45 of SEBI LODR, Regulation, 2015.

I Kirti Sonavane, Partner of VRCA and Associates, Chartered Accountant, have verified the relevant record and documents of Ayoki Mercantile Limited with respect to the the captioned change of name and certify that:

1. The Board of Directors of M/s Ayoki Mercantile Limited, (CIN: L17120MH1985PLC034972) at their meeting held on August 11, 2023 have approved the proposal for change of name of the company from “**Ayoki Mercantile Limited**” to “**Wardwizard Healthcare Limited**”, subject to the approval of the members of the company and such other authorities as may be required. The company has received the confirmation from the registrar of companies for the availability of new name which will be valid for 60 days from the date of approval.
2. The Company:
 - (A) Has not changed its name in the last one-year,
 - (B) At least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name; - **Not Complied**



The Company has changed its object clause & Name change pursuant to change in the management of the company in August, 2023. The New name is in line with its activities. The details revenue figure for the last four quarters are as under:

Particulars	Quarter Ended			
	June, 2023	March, 2023	December, 2022	September, 2022
Income from Prior Business Activity (Prior Business Activity- Brokerage & Other Services)	0.08	0.03	0.03	0.04
Income from New Business activity (New Business Activity- Hospital and medical services, Sale of Medicines, Ayurvedic medicines, cosmetic products and other medical related services)	NIL	NIL	NIL	NIL

(C) The amount invested in the new activity/project is atleast fifty percent of the assets of the listed entity: **The Company will invest in the new activity/ project to the extent of atleast more than 50% of the assets.**

This Certificate is issued at the special request of the BSE Limited and company for the purpose of proposed change of name of company.

For VRCA and Associates
Chartered Accountant
FRN: 104727W

Kirti Sonavane

CA. Kirti Sonavane
Partner
Membership No.:181202
UDIN: 23181202BGXEUM3979



Date:12/10/2023
Place: Vadodara