

## CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

Regulation (8) of the newly introduced SEBI (Prohibition of Insider Trading) Regulations, 2015 requires a listed company to formulate and publish on its official website a “Code of Practices and Procedure for fair disclosure of Unpublished Price Sensitive Information” in adherence to the principles set out in Schedule A to the said Regulations.

Accordingly, in supersession of the previous Code dated 20 March 2009, a code is hereby framed as under:-

1. The company shall ensure prompt public disclosure of UPSI that would impact price discovery, as soon as it has credible and concrete information, in order to make such information ‘generally available’, i.e. to make the information accessible to the public on a non-discriminatory basis.
2. The company shall ensure a uniform and universal dissemination of UPSI to avoid selective disclosure.
3. The company shall ensure prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information ‘generally available’.
4. The company shall ensure an appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
5. The company shall ensure that information shared with analysts and research personnel is not UPSI.
6. The company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
7. The company shall ensure the handling of all UPSI on a need-to-know basis.
8. The Compliance Officer of the Company shall act as the Chief Investor Relations Officer (CIRO) for the purpose of dealing with dissemination of information and disclosure of UPSI as contained herein.

### Policy for determination of “Legitimate Purposes” (Regulation 3(2A))

The sharing of Unpublished Price Sensitive Information shall be deemed to be for “Legitimate Purpose” if it satisfied the following criteria:

1. The ‘Legitimate Purpose’ shall include the sharing of unpublished price-sensitive information in the ordinary course of business by an insider with partners,

**CIN : L20237MH1985PLC034972 | GSTIN NO. 24AAACA4982A1Z5**

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

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**Wardwizard**

**Healthcare Limited**

(Formerly known as Ayoki Mercantile Limited)

collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of this code.

2. The information shall be shared with any persons on a 'need to know' basis.
3. Insiders shall share the Unpublished Price Sensitive Information with the external agencies only in the interest of the Company and/or in compliance with the requirements of the law.
4. Sharing of information may be construed as insider trading even while it is in pursuit of compliances required or business interests of the Company in appropriate circumstances. The persons who have Unpublished Price Sensitive Information should ideally recuse themselves from the assigned task of sharing the Unpublished Price Sensitive Information with third parties in such doubtful cases to avoid any adverse inferences in this regard.
5. The agreements entered into involving the sharing of Unpublished Price Sensitive Information should have a "confidentiality clause" or else a separate Non-Disclosure Agreement shall be executed with parties to safeguard the disclosure of Unpublished Price Sensitive Information.

This Code is subject to review from time to time.

**For WARDWIZARD HEALTHCARE LIMITED  
(Formerly known as Ayoki Mercantile Limited)**

**GAURAV JAYANT GUPTA  
MANAGING DIRECTOR  
DIN: 06741475**

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