

Date: September 16, 2024

BSE Limited

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

Kind Attn.: Corporate Relations Department

**Ref: - Wardwizard Healthcare Limited (Formerly known as Ayoki Mercantile Limited).
(BSE Script code: 512063)**

SUB: OUTCOME OF MEETING OF BOARD OF DIRECTORS HELD ON TODAY SEPTEMBER 16, 2024

Ref.: Regulation 30 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') read with corresponding circulars and notifications issued thereunder.

Dear Sir,

The Board of Directors of the Company at their meeting held on Monday, September 16, 2024, inter alia, have considered and approved the following :

- 1. To increase the authorized share capital of the Company and consequent alteration of the capital clause of the Memorandum of Association**

To increase the existing authorized share capital of the Company from ₹ 7,50,00,000 /- (Rupees Seven Crore Fifty lakh only) divided into 75,00,000 (Seventy-Five Lakh) Equity Shares of Face Value of ₹ 10 /- (Rupees Ten Only) each to ₹ 57,50,00,000 /-(Rupees Fifty Seven Crore Fifty Lakh only) divided into 5,75,00,000 (Five Crore Seventy-Five Lakh only) Equity shares of ₹ 10 /- (Rupees Ten only) each by further creation of additional 5,00,00,000 (Five Crore only) Equity shares of ₹ 10/- (Rupees Ten only) each ranking pari passu with the existing Equity shares of the Company in all respects and that existing Clause V of the Memorandum of Association of the Company be altered accordingly by substituting following **new Clause V**: subject to necessary approval of the Shareholders of the Company.

Furthermore, Clause V of the Memorandum of Association shall also be substituted with new clause V as follows:

"V. The Authorised Share Capital of the Company is ₹ 57,50,00,000 /-(Rupees Fifty Seven Crore Fifty Lakh only) divided into 5,75,00,000 (Five Crore Seventy-Five Lakh only) Equity shares of ₹ 10 /- (Rupees Ten only) each. The Company shall have the power to increase and reduce the Capital of the Company and to divide the Shares in the Capital for the time being into several classed and to attach thereto respectively such preferential rights,

privileges or conditions as may be determined by or in accordance with these regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Company.”

Alteration in Memorandum of Association i.e the Brief details as required under Schedule III of SEBI (LODR) Regulations, 2015 is enclosed as “Annexure- A”

2. **Considered and Approved issuance and allotment of warrants convertible into Equity Shares by way of preferential issue on a private placement basis (“Preferential Issue”):**

Subject to the approval of shareholders of the Company and such other regulatory/governmental authorities as may be required, the Board has approved to create, offer, issue and allot, by way of a preferential issue, 5,00,00,000 (Five Crore) warrants each convertible into a fully paid-up equity share (“Warrants”), at an **issue price of ₹ 10/-** (Rupees Ten) per Warrants of the **face value of ₹ 10 /- (Rupee Ten Only)** each, as determined in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018 (“SEBI ICDR Regulations”) to List of allottee as enclosed herewith in disclosure required under Regulation 30 read with Schedule III of the Listing Regulations and the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 on such terms and conditions as may be determined by the Board.

The information in connection with the issuance of securities pursuant to Regulation 30 of the SEBI LODR Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is enclosed as **Annexure B**.

The Board has approved the Valuation Report Issued by **Mr. Nitish Chaturvedi** (Registration No: IBBI/RV/03/2020/12916), (COP No. ICSI RVO/COP/SFA0420/136) Registered Valuer for the purpose of issue of equity shares on preferential basis.

The meeting of the Board of Directors commenced at 12:30 P.M. and concluded at 04:40 P.M.

Kindly take the same on record

Thanking you,

Yours faithfully,

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

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

ANNEXURE -A

Details required under regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P /CIR/2023/123 dated July 13, 2023

Brief details pertaining to the Alteration of Capital clause of the Memorandum of Association of the Company.

Amendment in Memorandum of Association (“MOA”) of the Company:

Clause No	Existing Clause	Proposed Clause
V	The Authorized Share Capital of the Company is Rs. 7,50,00,000 /- (Rupees Seven Crore Fifty lakh only) divided into 75,00,000 (Seventy-Five Lakh only) Equity shares of Rs.10 /- (Rupees Ten only)	The Authorised Share Capital of the Company is ₹ 57,50,00,000 /-(Rupees Fifty Seven Crore Fifty Lakh only) divided into 5,75,00,000 (Five Crore Seventy-Five Lakh only) Equity shares of ₹ 10 /- (Rupees Ten only) each

Annexure - B

Disclosure pursuant to Para A Part A of Schedule III of the SEBI LODR Regulations read with the SEBI/HO/CFD/CFD-POD-1/P/CIR/2023/123 dated July 13, 2023.

Issuance and Allotment of Warrants by way of preferential issue on a private placement basis (“Preferential Issue”).

Sr. No.	Particulars	Disclosure
1.	Types of securities proposed to be issued	Fully convertible Warrants each carrying a right exercisable by the warrant holder to subscribe to One (1) Equity Share of the face value of ₹10/- (Rupees Ten Only) each upon the exercise of the option attached to each such Warrant.
2.	Type of issuance	Preferential issue of the Warrants in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and provisions of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws.
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 5,00,00,000 (Five Crore) Warrants at an issue price of ₹ 10 /- (Rupees Ten Only) per Warrant (“Per Share Warrant Price”), aggregating up to ₹50,00,00,000/- (Rupees Fifty Crore Only), of which an amount equivalent to 25% (Twenty-Five per cent) of the Per Share Warrant Price shall be payable to the Company at the time of allotment of the Warrants, and the balance 75% (Seventy-Five per cent) of the Per Share Warrant Price shall be payable to the Company at the time of issue and allotment of the equity shares upon exercise of the option attached to the relevant Warrants.

4. Details to be furnished in case of preferential issue	
a. Name of the investor(s)	1 Yatin Sanjay Gupte
	2 Sheetal Mandar Bhalerao
	3 Wardwizard Solutions India Private Limited
	4 D Y Captive Projects LLP
	5 Smartech Innovations Private Limited
	6 Clean EV Technologies Private Limited
	7 Varoon Jagdish Vadodaria
	8 Kamaldeep Yashpal Chawla
	9 Pandya Parita Ruteshbhai
	10 Divya Kamaldeep Chawla
	11 Bhavin Satyanarayan Mandowara
	12 Pankaj Jain
	13 Rahul Laljibai Vala
	14 Hemen Indukumar Vithlani
	15 Dipen Ramjibhai Patel
	16 Dharmedra H. Vala
	17 Pushkar Vijaykumar Desai
	18 Shah Riteshkumar Jayantkumar
	19 Mathur Divya
	20 Hiralkumar Patel
	21 Khyati Viral Sevak
	22 Sajidhusain Ismailmiya Malek
	23 Ismail Husainmiya Malek
	24 Iliyasbhai Yusufbhai Shaikh
	25 Brahmabhatt Daxaben Rajnikant
	26 Rajvardhansingh Anupamsingh Gahlaut
	27 Swapnatari Finserve Limited
	28 Kailash Dhanuka
	29 Mitva Darshit Shah
	30 Smita Hitendra Shah
	31 Hitendrakumar Babaldas Shah
	32 Sejal Viraj Botadra
	33 Jaisukh Mansukhlal Botadra
	34 Ila Jaisukh Botadra
	35 Viraj Jaisukh Botadra
b. Post allotment of securities - outcome of the subscription, issue price /allotted price (in case of convertibles), number of investors	Annexure - I

c.	Issue Price:	₹ 10 /- (Rupees Ten Only)
d.	Number of Investors	35
e.	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Each of the Warrants is exercisable into One (1) Equity Share having a face value of ₹ 10/- (Rupees Ten Only) each. The tenor of the Warrants is 18 months from the date of their allotment. The Warrants shall be convertible in one or more tranches.
f.	Any cancellation or termination of proposal for issuance of securities Including reasons thereof	Not applicable



Annexure -I

Sr.No.	Name of the Allottees	Pre- Issue Shareholding		No. of shares allotted	Post Issue Shareholding	
		No of Shares	% of Shareholding		No of Shares	% of Shareholding
1	Yatin Sanjay Gupte	90750	37.04	10,000,000	10,090,750	20.08
2	Sheetal Mandar Bhalerao	34760	14.19	6,000,000	6,034,760	12.01
3	Wardwizard Solutions India Private Limited	28058	11.45	9,000,000	9,028,058	17.97
4	D Y Captive Projects LLP	0	0	3,188,400	3,188,400	6.35
5	Smartech Innovations Private Limited	1151	0.47	5,500,000	5,501,151	10.95
6	Clean EV Technologies Private Limited	3981	1.62	5,000,000	5,003,981	9.96
7	Varoon Jagdish Vadodaria	0	0	5,000	5,000	0.01
8	Kamaldeep Yashpal Chawla	0	0	75,000	75,000	0.15
9	Pandya Parita Ruteshbhai	0	0	34,000	34,000	0.07
10	Divya Kamaldeep Chawla	0	0	50,000	50,000	0.10
11	Bhavin Satyanarayan Mandowara	0	0	20,000	20,000	0.04
12	Pankaj Jain	0	0	20,000	20,000	0.04
13	Rahul Laljibai Vala	0	0	25,000	25,000	0.05
14	Hemen Indukumar Vithlani	0	0	10,000	10,000	0.02
15	Dipen Ramjibhai Patel	0	0	37,500	37,500	0.07
16	Dharmendra H. Vala	0	0	5,100	5,100	0.01
17	Pushkar Vijaykumar Desai	0	0	25,000	25,000	0.05
18	Shah Riteshkumar Jayantkumar	0	0	50,000	50,000	0.10
19	Mathur Divya	0	0	20,000	20,000	0.04
20	Hiralkumar Patel	0	0	20,000	20,000	0.04
21	Khyati Viral Sevak	0	0	15,000	15,000	0.03
22	Sajidhusain Ismailmiya Malek	0	0	100,000	100,000	0.20
23	Ismail Husainmiya Malek	0	0	100,000	100,000	0.20
24	Iliyasbhai Yusufbhai Shaikh	0	0	150,000	150,000	0.30
25	Brahmbhatt Daxaben Rajnikant	0	0	500,000	500,000	1.00
26	Rajvardhansingh Anupamsingh Gahlaut	0	0	300,000	300,000	0.60
27	Swapnatari Finserve Limited	0	0	7,000,000	7,000,000	13.93
28	Kailash Dhanuka	0	0	250,000	250,000	0.50
29	Mitva Darshit Shah	0	0	700,000	700,000	1.39
30	Smita Hitendra Shah	0	0	700,000	700,000	1.39

31	Hitendrakumar Babaldas Shah	0	0	700,000	700,000	1.39
32	Sejal Viraj Botadra	0	0	100,000	100,000	0.20
33	Jaisukh Mansukhlal Botadra	0	0	100,000	100,000	0.20
34	Ila Jaisukh Botadra	0	0	100,000	100,000	0.20
35	Viraj Jaisukh Botadra	0	0	100,000	100,000	0.20

