

Date: September 5, 2024

REF: WHL/BSE/AGM ANNUAL REPORT/2024-25

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

BSE Scrip Code: 512063

Script Name: WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)

Sub: Pursuant to Regulation 34 and all other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, submission of Annual Report for the Financial Year 2024-25 of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited) (the Company)

Dear Sir/Madam,

Pursuant to Regulation 34(1)(a) and all other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, we are submitting herewith the Annual Report of the Company for the Financial Year ended March 31, 2025 (2024-25) comprising of inter-alia, 41st Notice of Annual General Meeting (AGM) of the Company, Directors' Report along with its Annexures, Management Discussion & Analysis, Independent Auditors' Reports on Financial Statements, Audited Financial Statements and relevant notes attached thereto etc.

Further, the 41st Annual General Meeting ('AGM') of the Shareholders of the Company is scheduled to be held on Monday, September 29, 2025 at 16.00 P.M. (IST) through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM').

The Annual Report of the Company for FY 2024-25 is also available on the website of the Company at www.ayokimerchantile.com

Kindly take the same on record and acknowledge the receipt.

Thanking you,

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

DIKSHANT SINGH PANWAR
Digitally signed
by DIKSHANT
SINGH PANWAR
Date: 2025.09.05
17:48:35 +05'30'

DIKSHANT SINGH PANWAR
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl : as above

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BOARD OF DIRECTORS



Mr. Gaurav Jayant Gupte
Managing Director
DIN-06741475



Mr. Yatin Sanjay Gupte
Non- Executive Non-Independent Director
DIN-07261150



Mrs. Sheetal Mandar Bhalerao
Non- Executive Non-Independent Director
DIN-06453413



Mrs. Mansi Jayendra Bhatt
Non- Executive Independent Director
DIN-10177722



Mr. Mitesh Ghanshyambhai Rana
Non- Executive Independent Director
DIN-06770916



Mr. Paresh Prakashbhai Thakkar
Non- Executive Independent Director
DIN-08265981



CORPORATE INFORMATION

BOARD OF DIRECTORS

Sr. No.	Name of Director	DIN	Designation
1.	Mr. Gaurav Jayant Gupte	06741475	Chairman and Managing Director
2.	Mr. Yatin Sanjay Gupte	07261150	Non-Executive Non-Independent Director
3.	Mrs. Sheetal Mandar Bhalerao	06453413	Non-Executive Non-Independent Director
4.	Mrs. Mansi Jayendra Bhatt	10177722	Non-Executive Independent Woman Director
5.	Mr. Mitesh Ghanshyambhai Rana	06770916	Non-Executive Independent Director
6.	Mr. Paresh Prakashbhai Thakkar	08265981	Non-Executive Independent Director

DIRECTOR RESIGNED

Sr. No.	Name of Director	DIN	Date of Cessation
1.	Mr. Dharmendra Ramabhai Bhaliya	10176412	11-04-2025

KEY MANAGERIAL PERSONNEL

Sr. No.	Name of Key Managerial Person	Designation
1.	Mr. Dikshant Singh Panwar	Company Secretary & Compliance Officer (Appointed on 12.05.2025)
2.	Mrs. Mittal Patel	Chief Financial Officer (w.e.f. 11.08.2023)

KEY MANAGERIAL PERSONNEL RESIGNED

Sr. No.	Name of Director	Designation	Date of Cessation
1.	Dharmeshkumar Ashwinbhai Chauhan	Company Secretary & Compliance Officer	15-02-2025



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

STATUTORY AUDITOR

M/s. Mahesh Udhwani &
Associates
Chartered Accountants

INTERNAL AUDITOR

M/s. VRCA and Associates
Chartered Accountants

SECRETARIAL AUDITOR

Mr. Kamal A. Lalani
Practicing Company Secretary

Note: Mr. Kamal A. Lalani was appointed as Secretarial Auditor on August 14, 2025 in place of previous Secretarial Auditor Mrs. Pooja Amit Gala.

REGISTRAR AND SHARE TRANSFER AGENT

Purva Sharegistry (India) Pvt. Ltd.
Unit No. 9, Ground Floor,
Shiv Shakti Ind. Estt,
J. R. Boricha Marg,
Lower Parel East, Mumbai-400 011
Phone: 022- 3199 8810 / 4961 4132
Email id: support@purvashare.com
Website: www.purvashare.com

PRINCIPAL BANKERS

HDFC Bank Limited

LISTED ON

BSE Limited (Scrip code: 512063)



COMPOSITION OF COMMITTEES

1. AUDIT COMMITTEE

Sr. No.	Name of Director	Designation	Position in Committee
1.	Mrs. Mansi Jayendra Bhatt	Non-Executive Independent Director	Chair Person
3.	Mr. Mitesh Ghanshyambhai Rana	Non-Executive Independent Director	Member
4.	Mr. Paresh Prakashbhai Thakkar	Non-Executive Independent Director	Member
5.	Mr. Gaurav Jayant Gupte	Managing Director	Member
Note	Mr. Dharmendra Ramabhai Bhaliya (Resigned on 11.04.2025)	Non-Executive Independent Director	Member

2. NOMINATION AND REMUNERATION COMMITTEE

Sr. No.	Name of Director	Designation	Position in Committee
1.	Mr. Mitesh Ghanshyambhai Rana	Non-Executive Independent Director	Chairperson
2.	Mrs. Mansi Jayendra Bhatt	Non-Executive Independent Director	Member
3.	Mr. Paresh Prakashbhai Thakkar	Non-Executive Independent Director	Member
4.	Mrs. Sheetal Mandar Bhalerao	Non-Executive Non-Independent Director	Member
Note	Mr. Dharmendra Ramabhai Bhaliya (Resigned on 11.04.2025)	Non-Executive Independent Director	Chair Person



3. STAKEHOLDERS RELATIONSHIP COMMITTEE

Sr. No.	Name of Director	Designation	Position in Committee
1.	Mr. Paresh Prakashbhai Thakkar	Non-Executive Independent Director	Chair Person
2.	Mrs. Mansi Jayendra Bhatt	Non-Executive Independent Director	Member
3.	Mr. Mitesh Ghanshyambhai Rana (Appointed on February 29, 2024)	Non-Executive Independent Director	Member
4.	Mr. Yatin Sanjay Gupte	Non-Executive Non-Independent Director	Member
Note	Mr. Dharmendra Ramabhai Bhaliya (Resigned on 11.04.2025)	Non-Executive Independent Director	Member



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 41ST (FORTY-FIRST) ANNUAL GENERAL MEETING (“AGM”) OF SHAREHOLDERS OF WARDWIZARD HEALTHCARE LIMITED (FORMERLY KNOWN AS AYOKI MERCHANTILE LIMITED) (“THE COMPANY”) WILL BE HELD ON MONDAY, 29TH SEPTEMBER, 2025 AT 16.00 (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 STANDALONE FINANCIAL STATEMENTS OF THE COMPANY AS AT MARCH 31, 2025 TOGETHER WITH REPORT OF BOARD OF DIRECTORS AND AUDITORS THEREON:

The Audited Standalone Financial Statements of the Company for the Financial Year ended **March 31, 2025**, together with reports of the Board of Directors of the Company (“Board”) and Auditors thereon.

ITEM NO. 2

To appoint a director in place of MRS. SHEETAL MANDAR BHALERAO (DIN-06453413) as Director of the Company, who retires by rotation and being eligible, offers herself for the re- appointment.

SPECIAL BUSINESS:

ITEM NO. 3

APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH WARDWIZARD SOLUTIONS INDIA PVT. LTD. (“WSIPL”).

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 all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23** of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR ”)**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time



to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Wardwizard Solutions India Pvt. Ltd. (“WSIPL”), a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 (“FY 25-26”) on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement;**

RESOLVED FURTHER THAT the Board of Directors or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this 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 the Company Secretary of the Company.”

ITEM NO. 4

APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH WARDWIZARD INNOVATIONS & MOBILITY LIMITED (“WIML”).

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 all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23** of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**, as amended from time to time, **2(1)(zc)**



of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company's policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Wardwizard Innovations & Mobility Limited ("WIML"), a related party falling within the definition of "Related Party" under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 ("FY 25-26") on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement;**

RESOLVED FURTHER THAT the **Board of Directors** or **Chief Financial Officer** or **officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this 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 the Company Secretary of the Company."

ITEM NO. 5

APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH WARDWIZARD MEDICARE PVT. LTD. ("WMPL")

*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 all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in



terms of **Regulation 23** of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company's policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Wardwizard Medicare Pvt. Ltd. ("WMPL"), a related party falling within the definition of "Related Party" under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 ("FY 25-26") on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement.**

RESOLVED FURTHER THAT the **Board of Directors** or **Chief Financial Officer** or **officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this 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 the Company Secretary of the Company."

ITEM NO. 6

APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH MR. YATIN SANJAY GUPTA.

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 all 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 (including any statutory



modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23** of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Mr. Yatin Sanjay Gupte, a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 (“FY 25-26”) on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement.**

RESOLVED FURTHER THAT the **Board of Directors** or **Chief Financial Officer** or **officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this 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 the Company Secretary of the Company.”

ITEM NO. 7

APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH MR. SANJAY MAHADEV GUPTA.

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 all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23** of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Mr. Sanjay Mahadev Gupte, a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 (“FY 25-26”) on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement.**

RESOLVED FURTHER THAT the **Board of Directors** or **Chief Financial Officer** or **officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this 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 the Company Secretary of the Company.”

ITEM NO. 8

APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH MRS. SHEETAL MANDAR BHALERAO.

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 all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23** of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Mrs. Sheetal Mandar Bhalerao, a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 (“FY 25-26”) on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement.**

RESOLVED FURTHER THAT the **Board of Directors** or **Chief Financial Officer** or **officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this 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 the Company Secretary of the Company.”

ITEM NO. 9

APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH MR. GAURAV JAYANT GUPTA.

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 all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23** of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Mr. Gaurav Jayant Gupte, a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 (“FY 25-26”) on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement.**

RESOLVED FURTHER THAT the **Board of Directors** or **Chief Financial Officer** or **officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this 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 the Company Secretary of the Company.”

ITEM NO. 10

APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH MRS. KSHITIJA GAURAV GUPTA.

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 all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23** of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR ”)**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Mrs. Kshitija Gaurav Gupte, a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 (“FY 25-26”) on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement.**

RESOLVED FURTHER THAT the **Board of Directors** or **Chief Financial Officer** or **officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this 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 the Company Secretary of the Company.”

ITEM NO. 11

APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH AADVANCE INTEGRATED MEDICINE SOLUTION LLP (“AIMSL”).

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 all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23** of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Aadvaan Integrated Medicine Solution LLP (“AIMSL”), a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 (“FY 25-26”) on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement.**

RESOLVED FURTHER THAT the **Board of Directors** or **Chief Financial Officer** or **officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this 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 the Company Secretary of the Company.”

ITEM NO. 12

APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH MANGALAM INDUSTRIAL FINANCE LIMITED (“MIFL”).



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 all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23** of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Mangalam Industrial Finance Limited (“MIFL”), a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 (“FY 25-26”) on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement.**

RESOLVED FURTHER THAT the **Board of Directors** or **Chief Financial Officer** or **officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this 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 the Company Secretary of the Company.”



ITEM NO. 13

APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH I SECURE CREDIT & CAPITAL SERVICES LIMITED (“ISCCSL”).

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 all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23** of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with I Secure Credit & Capital Services Limited (“ISCCSL”), a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 (“FY 25-26”) on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement.**

RESOLVED FURTHER THAT the **Board of Directors** or **Chief Financial Officer** or **officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this 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 the Company Secretary of the Company.”



ITEM NO. 14

APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH DHANWANTHARI HEALTH & WELLNESS SOLUTIONS PRIVATE LTD. (“DHWSPL”).

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 all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23** of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Dhanwanthari Health & Wellness Solutions Private Ltd. (“DHWSPL”),** a related party falling within the definition of **“Related Party”** under **Section 2(76)** of the Act and **Regulation 2(1)(zb)** of the **SEBI Listing Regulations**, and shall be valid for the **Financial year 2025-26 (“FY 25-26”)** on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement.

RESOLVED FURTHER THAT the **Board of Directors** or **Chief Financial Officer** or **officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this 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 the Company Secretary of the Company.”

ITEM NO. 15

APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH KERALA HEALTH AND WELLNESS SOLUTIONS LIMITED LIABILITY PARTNERSHIP (“KHWSL”).

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 all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23** of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Kerala Health and Wellness Solutions Limited Liability Partnership (“KHWSL”), a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 (“FY 25-26”) on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement.**

RESOLVED FURTHER THAT the **Board of Directors** or **Chief Financial Officer** or **officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their



approval thereto expressly by the authority of this 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 the Company Secretary of the Company.”

ITEM NO. 16

APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH WARDWIZARD FOODS AND BEVERAGES LIMITED (“WFBL”).

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 all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Wardwizard Foods and Beverages Limited (“WFBL”), a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 (“FY 25-26”) on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement.**

RESOLVED FURTHER THAT the **Board of Directors or Chief Financial Officer or officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent



or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this 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 the Company Secretary of the Company.”

ITEM NO. 17

APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH JZ HOSPITALITY PRIVATE LIMITED (“JHPL”).

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 all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23** of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with JZ Hospitality Private Limited (“JHPL”), a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 (“FY 25-26”) on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement.**

RESOLVED FURTHER THAT the **Board of Directors** or **Chief Financial Officer** or **officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take



all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this 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 the Company Secretary of the Company.”

ITEM NO. 18

APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH YATIN S GUPTA (HUF).

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 all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Yatin S Gupta (HUF), a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 (“FY 25-26”) on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement.**

RESOLVED FURTHER THAT the **Board of Directors** or **Chief Financial Officer** or **officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take



all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this 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 the Company Secretary of the Company.”

ITEM NO. 19

APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH MR. MANDAR BHALERAO.

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 all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23** of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Mr. Mandar Bhalerao, a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 (“FY 25-26”) on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement.**

RESOLVED FURTHER THAT the **Board of Directors** or **Chief Financial Officer** or **officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company



and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this 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 the Company Secretary of the Company.”

ITEM NO. 20

APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH WARDWIZARD FOUNDATION.

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 all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Wardwizard Foundation, a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 (“FY 25-26”) on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement.**

RESOLVED FURTHER THAT the **Board of Directors** or **Chief Financial Officer** or **officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required,



seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this 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 the Company Secretary of the Company.”

ITEM NO. 21

APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH KOLUMBUS MEDICARE SERVICES PRIVATE LIMITED (“KMSPL”).

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 all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Kolumbus Medicare Services Private Limited (“KMSPL”), a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 (“FY 25-26”) on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement.**

RESOLVED FURTHER THAT the **Board of Directors or Chief Financial Officer or officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary



documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this 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 the Company Secretary of the Company.”

ITEM NO. 22

APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH DHAWIN & ASSOCIATES.

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 all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Dhawin & Associates, a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 (“FY 25-26”) on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement.**

RESOLVED FURTHER THAT the **Board of Directors or Chief Financial Officer or officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary



documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this 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 the Company Secretary of the Company.”

ITEM NO. 23

APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH THE SQUARE FOOT COMPANY.

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 all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with The Square Foot Company, a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 (“FY 25-26”) on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement.**

RESOLVED FURTHER THAT the **Board of Directors** or **Chief Financial Officer** or **officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take



all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this 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 the Company Secretary of the Company.”

ITEM NO. 24

APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH KERALA THERAPY STATIONS LIMITED LIABILITY PARTNERSHIP (“KTSL”).

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 all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR ”)**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Kerala Therapy Stations Limited Liability Partnership (“KTSL”), a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 (“FY 25-26”) on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken**



directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement.

RESOLVED FURTHER THAT the **Board of Directors** or **Chief Financial Officer** or **officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this 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 the Company Secretary of the Company."

ITEM NO. 25

APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH HOLLYGAV SOLUTIONS LIMITED LIABILITY PARTNERSHIP ("HSL").

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 all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR ")**, as amended from time to time, **2(1)(zc) of SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company's policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Hollygav Solutions Limited Liability Partnership ("HSL"), a related**



party falling within the definition of “**Related Party**” under **Section 2(76)** of the Act and **Regulation 2(1)(zb)** of the **SEBI Listing Regulations**, and shall be valid for the **Financial year 2025-26 (“FY 25-26”)** on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement.

RESOLVED FURTHER THAT the **Board of Directors** or **Chief Financial Officer** or **officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this 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 the Company Secretary of the Company.”

ITEM NO. 26

APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH BHARADWAJ AYURVEDICS (INDIA) PRIVATE LIMITED (“BAIPL”).

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 all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23** of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to



be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Bharadwaj Ayurvedics (India) Private Limited ("BAIPL"),** a related party falling within the definition of **"Related Party"** under **Section 2(76)** of the Act and **Regulation 2(1)(zb)** of the **SEBI Listing Regulations**, and shall be valid for the **Financial year 2025-26 ("FY 25-26")** on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement.

RESOLVED FURTHER THAT the **Board of Directors** or **Chief Financial Officer** or **officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this 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 the Company Secretary of the Company."

ITEM NO. 27

APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH FINOLOGICS SOLUTIONS LIMITED LIABILITY PARTNERSHIP ("FSL").

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 all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23** of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR ")**, as amended from time to time, **2(1)(zc)**



of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company's policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Finologics Solutions Limited Liability Partnership ("FSL"), a related party falling within the definition of "Related Party" under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 ("FY 25-26") on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement.**

RESOLVED FURTHER THAT the **Board of Directors** or **Chief Financial Officer** or **officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this 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 the Company Secretary of the Company."

ITEM NO. 28

APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH PRUTHVI INNOVATIONS LIMITED LIABILITY PARTNERSHIP ("PIL").

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 all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company's policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Pruthvi Innovations Limited Liability Partnership ("PIL"), a related party falling within the definition of "Related Party" under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 ("FY 25-26") on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement.**

RESOLVED FURTHER THAT the **Board of Directors or Chief Financial Officer or officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this 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 the Company Secretary of the Company."



ITEM NO. 29

APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH PROFITMONK INNOVATIONS LIMITED LIABILITY PARTNERSHIP (“PIL”).

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 all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23** of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR ”)**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Profitmonk Innovations Limited Liability Partnership (“PIL”), a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 (“FY 25-26”) on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement.**

RESOLVED FURTHER THAT the **Board of Directors** or **Chief Financial Officer** or **officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent



or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this 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 the Company Secretary of the Company.”

ITEM NO. 30

APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WARDWIZARD PROPERTIES HOLDINGS PRIVATE LIMITED (WPHPL).

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 all 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 (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of **Regulation 23** of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**, as amended from time to time, **2(1)(zc)** of **SEBI LODR** and Indian Accounting Standard (**IND AS**) **24**, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), **the consent of the Members of the Company be and is hereby accorded to empower the Board for entering into and / or carrying out Material Related Transaction(s)/contracts/arrangements (whether individually or series of transaction(s) taken together or otherwise), with Wardwizard Properties Holdings Private Limited (WPHPL), a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 (“FY 25-26”) on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement.**

RESOLVED FURTHER THAT the **Board of Directors** or **Chief Financial Officer** or **officials** (powers conferred by authority letter or Power of Attorney) of the Company be and are hereby authorized



to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this 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 the Company Secretary of the Company.”

ITEM NO. 31:

APPOINTMENT OF MR. KAMAL A. LALANI, PEER REVIEWED PRACTICING COMPANY SECRETARY, AS SECRETARIAL AUDITOR OF THE COMPANY FOR A TERM OF 5 (FIVE) CONSECUTIVE YEARS AND FIX THEIR REMUNERATION:

To consider and, if thought fit, to pass, with or without modifications, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 (“the Act”) and all other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force); read with circular issued thereunder from time to time and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, the consent of the Shareholders of the Company, be and is hereby accorded for appointment of **Mr. Kamal A. Lalani, Peer Reviewed Practicing Company Secretary**”, (**Membership No: A37774, COP No: 25395 , Peer Review No: 6618/2025**) as the Secretarial Auditor of the Company for a term of 5 (Five) consecutive Financial years commencing from Financial Year 2025- 26 till financial year 2029-30 and to hold office from the conclusion of 41st Annual General Meeting (AGM) till the conclusion of the 46th AGM, to conduct Secretarial Audit, at such remuneration, as may be mutually agreed between the Board of Directors of the Company in consultation with Audit Committee and the Secretarial Auditors, plus applicable Goods and Services Tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit, and to avail any other services, certificates, or reports as may be permissible under applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to alter the terms and conditions of appointment, including the remuneration of the Secretarial Auditor in such manner and to such extent as may be mutually agreed between the Board of Directors and the Secretarial Auditor, based on the recommendation of the Audit Committee and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to the aforesaid resolution and for the matters connected therewith or incidental thereto.”



By Order of the Board of Directors
For **WARDWIZARD HEALTHCARE LIMITED**
(Formerly known as Ayoki Merchantile Limited)
SD/-
DIKSHANT SINGH PANWAR
COMPANY SECRETARY & COMPLIANCE OFFICER
MEMBERSHIP NO. ACS-42741

DATE: AUGUST 30, 2025
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 decided to hold its **41st** Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM), in accordance with the provisions of the Companies Act, 2013 ("the Act"), and relevant rules thereunder. The AGM will be conducted in compliance with MCA General Circular No. 09/2024 dated September 19, 2024, and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, as well as any other applicable circulars or instructions issued by statutory authorities. Accordingly, Members may attend and participate in the ensuing AGM via 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. 02/2022 dated May 5, 2022, General Circular No 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 and **General Circular No. 09/2024 dated September 19, 2024** (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and **SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024** (collectively referred to as "SEBI Circulars"), 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 ('SS-2'), issued by The Institute of Company Secretaries of India the AGM of the Company will be held through VC / OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.
2. The Explanatory Statement pursuant to Section 102(1) of the Act with respect to the Special Business to be transacted at the meeting as set out in the Notice is annexed hereto.

Further, the relevant details with respect to "Director seeking re-appointment at this AGM" as required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (ICSI) as approved by the Central Government, is also annexed to this Notice.

3. Since this AGM is being held through VC/OAVM, pursuant to the Circulars, physical attendance of the members has been dispensed off. Accordingly, the facility for appointment of proxies by the



members will not be available for the AGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

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 for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. In compliance with the aforesaid MCA and SEBI Circulars, notice of the AGM along with the Annual Report is being sent online through electronic mode to those Members whose names & email addresses appears in the Register of Members as on cut-off date i.e. **Friday, August 29, 2025** with the Company/Depositories. Members may note that the Notice of 41st 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. 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.
7. 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.
8. In pursuance of Section 112 and Section 113 of The Companies Act, 2013 ("the Act"), 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 an 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., i.e., (NSDL).



9. The Company has been maintaining, inter alia, statutory registers at its corporate office at Company at 11, Windward Business Park, Opp. Aadicura Hospital, Jetalpura Road, Vadodara – 390 007. In accordance with the MCA circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.
10. 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.
11. Members will be able to attend AGM through VC/ OAVM by logging on to the e-voting website of NSDL at <https://www.evoting.nsdl.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.
12. Members who would like to express their views/ ask questions during the AGM may register themselves as a speaker by sending their request on or before 25th September, 2025 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 and can send their queries on or before 25th September, 2025.
13. 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.
14. 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.
15. 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.
16. 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.



17. Members are requested to notify any changes to their respective Depository Participants.
18. 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.
19. The Company has a designated email ID for Redressal of Shareholders'/Investors' Complaints /Grievances. Hence, please write to us at ayoki1985@gmail.com

20. 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 **NSDL**. 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 **Friday, September 26, 2025 at 9:00 a.m. (IST)** and ends on **Sunday, September 28, 2025 at 5:00 p.m. (IST)** During this period shareholders of the Company, holding shares in dematerialized form, as on the cut-off date of **Monday, September 22, 2025** ("cut-off date for e-voting"), may cast their vote electronically. The e-voting module shall be disabled by **NSDL** 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 **NSDL** 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. A37774**), 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 authorized 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, NSDL 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 shall be transferred only in dematerialized form with effect from April 1, 2019. Accordingly, the Company, through its Registrar and Share Transfer Agent, Purva Shareregistry (India) Pvt. Ltd., has ceased accepting any fresh requests for transfer of shares in physical form. In view of this and to eliminate risks associated with physical share certificates as well as to facilitate easier portfolio management, Members holding shares in physical form are advised to convert their holdings into dematerialized form at the earliest.
- 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 **Monday, September 22, 2025**. 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

21. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER: -**

A. VOTING THROUGH ELECTRONIC MEANS:

- (i) The voting period begins on **Friday, 26th September, 2025 (9:00 A.M. IST) and ends on Sunday, 28th September, 2025 (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 i.e. Monday, 22nd September 2025 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 during the meeting.
- (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.

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting and joining virtual meeting 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">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting & voting during the meeting.2. 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



	<p>website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> 3. 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.jsp 4. 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. 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 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 or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="border: 1px solid black; padding: 10px; margin-top: 10px;"> <p style="color: #0070C0; text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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



	<p>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, so that the user can visit the e-Voting service providers' website directly.</p> <p>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.</p> <p>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 progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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. 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 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. 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.com or call at 022 - 4886 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. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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***
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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 your ‘User ID’ and your ‘initial password’.
 - (ii) 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.com 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.



How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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.

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 cskamal2014@gmail.com with a copy marked to evoting@nsdl.com. 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 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com



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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting

B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:



1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (ayoki1985@gmail.com). The same will be replied by the company suitably.
6. **Registration as speaker shareholder:**

Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request on or before 25th September, 2025 prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (ayoki1985@gmail.com). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

The shareholders who do not wish to speak during the AGM but have queries may send their queries on or before 25th September, 2025 prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at Company email id i.e. ayoki1985@gmail.com. These queries will be replied to by the company suitably by email.

Other Instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if



any, to the Chairman or a person authorized by him in writing. The results will be announced within the time stipulated under the applicable laws.

2. The results declared along with the Scrutinizer's Report shall be placed on the Company's website: www.ayokimerchantile.com/and on the website of NSDL evoting@nsdl.com immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

DATE: AUGUST 30, 2025
PLACE: VADODARA

By Order of the Board of Directors
For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
DIKSHANT SINGH PANWAR
COMPANY SECRETARY & COMPLIANCE OFFICER
MEMBERSHIP NO. ACS-42741



ANNEXURE TO NOTICE

ADDITIONAL INFORMATION

As required under Clause 1.2.5 of Secretarial Standard – 2 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

ITEM 2: To appoint a director in place of Mrs. Sheetal Mandar Bhalerao (DIN: 06453413) Director, who retires by rotation and being eligible, offers herself for the re- appointment.

Details of Director Retiring by Rotation/seeking re-appointment at the Ensuing Annual General Meeting

Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) (As on 31st March 2025).

Name of Director	Sheetal Mandar Bhalerao
Fathers' Name	Ekesh Pannalal Jani
Date of Birth	02-05-1978 & Age: 46 years
Date of First Appointment of the Board	11th August, 2023
DIN	06453413
Qualifications	MBA in Human Resource Management
Brief Resume & Expertise in specific Functional areas	<p>Mrs. Sheetal Bhalerao is a seasoned HR professional with over 19 years of experience. She holds an MBA in Human Resource Management from the University of South Australia. With a proven track record in leadership roles across various industries, Mrs. Bhalerao is known for her strategic thinking, people management skills, and commitment to teamwork.</p> <p>She is one of the distinguished personalities who has proved her mettle in the corporate industry and associated with many Leadership Roles in the industry.</p>
Terms and conditions of Appointment / Re-appointment	NA
Details of Remuneration last drawn/ Details of remuneration sought to be Paid	NIL
No. of Board meetings attended	Financial Year 2024-2025: During the Financial year 2024-2025, Mrs. Sheetal Mandar Bhalerao has attended 07 (seven) Board Meetings out of her entitlement of 8 Board Meetings.
Directorship in other Companies	Wardwizard Foods And Beverages Limited Wardwizard Innovations & Mobility Limited R-Rechord Reverie Private Limited Wardwizard Medicare Private Limited



	Priority Global Solutions Private Limited (Strike Off)
Name of other listed Companies, where she is Director.	1. Wardwizard Foods and Beverages Limited 2. Wardwizard Innovations & Mobility Limited
Membership/Chairmanship of Committees of other public companies	<p>Wardwizard Innovations & Mobility Limited Risk Management Committee – Member Corporate Social Responsibility Committee – Member Nomination And Remuneration Committee– Member</p> <p>Wardwizard Foods & Beverages Limited Stakeholder Relationship Committee- Member Risk Management Committee – Member</p>
List of Listed Companies in which Memberships/ Chairmanships of Board Committees held including this listed entity	<p>Wardwizard Healthcare Limited Nomination And Remuneration Committee– Member</p> <p>Wardwizard Innovations & Mobility Limited Risk Management Committee – Member Corporate Social Responsibility Committee – Member Nomination And Remuneration Committee– Member</p> <p>Wardwizard Foods & Beverages Limited Stakeholder Relationship Committee- Member Risk Management Committee – Member</p>
No. of Shares held in the Company (including shares held as a beneficial owner)	34,760 14.19%
Relationship with any Director, Manager and Key Managerial Personnel (KMP) of the Company	Mrs. Sheetal Mandar Bhalerao is Business Partner of Mr. Yatin Sanjay Gupte (Promoter & Managing Director)



**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 30** of the accompanying Notice dated **September 30, 2025** should be taken as forming part of this Notice:

**ITEM NO 3 TO ITEM NO 30: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION (S)
UNDER SECTION 188 OF THE COMPANIES ACT, 2013, REGULATION 23 OF SEBI (LODR)
REGULATIONS, 2015 AND IND AS 24 FOR FINANCIAL YEAR 2025-26;**

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Pursuant to the amended **Regulation 23** of the SEBI Listing Regulation, effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1,000 crore (Rupees One thousand crores) or 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Resolution.

Based on current applicable threshold for determining the related party transactions that require prior Shareholders approval and to facilitate seamless contracting and rendering/availing of product and services between the Company and "related parties", the Company seeks the approval of the shareholders to approve entering into contracts/arrangements within the thresholds and conditions mentioned in the resolution.

All the contracts/arrangements and the transactions with "related parties" are reviewed and approved by the Audit Committee.

The Shareholders' approval sought for the Material Related Party Transactions entered as given



in Item No. 3 to 30 shall be valid for the financial year 2025-26.

The Audit Committee and Board on the basis of relevant details provided by the management, as required by the law, at its meeting held on Friday 14th February 2025 and Saturday 30th August 2025 respectively, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company and enters various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis. Amongst the transactions that Company enters into with its related parties, the estimated value of certain contract(s)/ arrangement(s)/ transaction(s) with such related parties may exceed the threshold of material Related party transactions within the meaning of amended Regulation 23(1) of the Listing Regulation i.e being the lower of INR 1000 Crores or 10% of the annual consolidated turnover of the listed entity, as per the last audited financial statements of the listed entity and will be considered material and therefore would require the approval of shareholders of the Company by an Ordinary Resolution.

The definition of related party is in pursuance with section 2(76) read with 2(77) of The Companies Act, 2013 and read with rules made thereunder and Regulation 2(zb), 2 (zd) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The said transaction(s)/ contract(s)/ arrangement(s) have been recommended by the Audit Committee and approved by the Board of Directors of the Company for consideration and approval by the Shareholders.

The Shareholders may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the resolution set out at Item No. 3 to 30.

FOR ITEMS NO 3,4,5,6,7: DETAILS OF MATERIAL RELATED PARTY TRANSACTIONS:

Sr. No	Particulars	3	4	5	6	7
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	Mr. Yatin Sanjay Gupte and Mrs. Sheetal Mandar Bhalerao are directors of	Mr. Yatin Sanjay Gupte is Promoter and Non-Executive Non-Independent Director of	Mr. Sanjay Gupte is father of Mr. Yatin Sanjay Gupte and Mr. Yatin Sanjay Gupte is Promoter & Non-Executive - Non Independent



			Innovations & Mobility Ltd	Wardwizard Medicare Private Limited	WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).	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).	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.



4	Tenure of Transaction	F.Y. 2025-26	F.Y. 2025-26	F.Y. 2025-26	F.Y. 2025-26	F.Y. 2025-26
5	Maximum value of Transactions	30 Crore Each year	30 Crore Each year	30 Crore Each year	30 Crore Each year	5 Crore Each year
6	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	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 2025-26 on such term(s) and condition(s) as the Board of Directors may deem fit.				
7	Particulars of the proposed transaction	Same as per Point 6	Same as per Point 6	Same as per Point 6	Same as per Point 6	Same as per Point 6
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	7194.24%	7194.24%	7194.24%	7194.24%	1199.04%
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	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.				



	loans, inter corporate deposits, advances or investments made or given by 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	NOT APPLICABLE



	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.

FOR ITEMS NO 8,9,10,11,12: DETAILS OF MATERIAL RELATED PARTY TRANSACTIONS:

Sr.No	Particulars	8	8	10	11	12
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 (Formerly known as Ayoki Merchantile Limited).	Mr. Gaurav Jayant Gupte is Chairman and Managing Director WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)	Mrs. Kshitija Gaurav Gupte is Spouse of Mr. Gaurav Jayant Gupte and Mr. Gaurav Jayant Gupte is Chairman and Managing Director WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)	Mr. Gaurav Jayant Gupte is Designated Partner in Advanced Integrated LLP and Mr. Gaurav Jayant Gupte is Chairman and Managing Director WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)	Mr. Yatin Sanjay Gupte is Promoter & Non-Executive - Non Independent Director of Mangalam Industrial Finance Limited



3	Nature of Relationship (including nature of interest, financial or otherwise)	Mrs. Sheetal Mandar Bhalerao is Promoter and Non-Executive Non-Independent 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	Tenure of Transaction	F.Y. 2025-26	F.Y. 2025-26	F.Y. 2025-26	F.Y. 2025-26	F.Y. 2025-26
5	Maximum value of Transactions	25 Crore Each year	25 Crore Each year	5 Crore Each year	10 Crore Each year	15 Crore Each year
6	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	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 2025-26 on such term(s) and condition(s) as the Board of Directors may deem fit.				
7	Particulars of the proposed transaction	Same as per Point 6	Same as per Point 6	Same as per Point 6	Same as per Point 6	Same as per Point 6
8	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding	5995.20%	5995.20%	1199.04%	2398.08%	3597.12%



	financial year, 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.



FOR ITEMS NO 13,14,15,16,17: DETAILS OF MATERIAL RELATED PARTY TRANSACTIONS

Sr.No	Particulars	13	14	15	16	17
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	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 Promoter & Non-Executive - Non Independent Director of WFBL. And also, he is a Promoter and Non-Executive Non-Independent Director	Mr. Mandar Bhalerao is Director & Promoter of JHPL And also, Mr. Mandar Bhalerao is Spouse of Mrs. Sheetal Mandar Bhalerao.



		LIMITED (Formerly known as Ayoki Merchantile Limited)		Mr. Yatin Sanjay Gupte is a Designated Partner of KHWSL AND also the Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited)	of WARDWIZARD HEALTHCARE 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)	Mrs. Sheetal Mandar Bhalerao is Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).
4	Tenure of Transaction	F.Y. 2025-26	F.Y. 2025-26	F.Y. 2025-26	F.Y. 2025-26	F.Y. 2025-26
5	Maximum value of Transactions	10 Crore Each Year	10 Crore Each Year	5 Crore Each Year	30 Crore Each Year	5 Crore Each Year



6	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	<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 2025-26 on such term(s) and condition(s) as the Board of Directors may deem fit.</p>				
7	Particulars of the proposed transaction	Same as per Point 6	Same as per Point 6	Same as per Point 6	Same as per Point 6	Same as per Point 6
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	2398.08%	2398.08%	1199.04%	7194.24%	1199.04%
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.	<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>				



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.



FOR ITEMS NO 18,19,20,21,22: DETAILS OF MATERIAL RELATED PARTY TRANSACTIONS

Sr.No	Particulars	18	19	20	21	22
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	Tenure of Transaction	F.Y. 2025-26	F.Y. 2025-26	F.Y. 2025-26	F.Y. 2025-26	F.Y. 2025-26
5	Maximum value of Transactions	10 Crore Each year	5 Crore Each year	5 Crore Each year	30 Crore Each year	5 Crore Each year



6	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	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 2025-26 on such term(s) and condition(s) as the Board of Directors may deem fit.				
7	Particulars of the proposed transaction	Same as per Point 6	Same as per Point 6	Same as per Point 6	Same as per Point 6	Same as per Point 6
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	2398.08%	1199.04%	1199.04%	7194.24%	1199.04%
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.



FOR ITEMS NO 23,24,25,26,27: DETAILS OF MATERIAL RELATED PARTY TRANSACTIONS

Sr.No	Particulars	23	24	25	26	27
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 BA IPL 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	Tenure of Transaction	F.Y. 2025-26	F.Y. 2025-26	F.Y. 2025-26	F.Y. 2025-26	F.Y. 2025-26
5	Maximum value of Transactions	5 Crore Each Year	5 Crore Each Year	5 Crore Each Year	5 Crore Each Year	5 Crore Each Year



6	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	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 2025-26 on such term(s) and condition(s) as the Board of Directors may deem fit.				
7	Particulars of the proposed transaction	Same as per Point 6	Same as per Point 6	Same as per Point 6	Same as per Point 6	Same as per Point 6
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	1199.04%	1199.04%	1199.04%	1199.04%	1199.04%
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	No				



	Funds and Tenure to be specified)	
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.



FOR ITEMS NO 28,29,30: DETAILS OF MATERIAL RELATED PARTY TRANSACTIONS

Sr.No	Particulars	28	29	30	
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)	<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>	<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>	<p>Mr. Yatin Sanjay Gupte is Director of WPHPL</p> <p>And also, he is Promoter and Non-Executive Non-Independent Director of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited).</p>	
4	Tenure of Transaction	F.Y. 2025-26	F.Y. 2025-26	F.Y. 2025-26	
5	Maximum value of Transactions	5 Crore Each Year	5 Crore Each Year	5 Crore Each Year	
6	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	<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 2025-26 on such term(s) and condition(s) as the Board of Directors may deem fit.</p>			



7	Particulars of the proposed transaction	Same as per Point 6	Same as per Point 6	Same as per Point 6	
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	1199.04%	1199.04%	1199.04%	
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.

ITEM NO. 31:

APPOINTMENT OF MR. KAMAL A. LALANI, PEER REVIEWED PRACTICING COMPANY SECRETARY, AS SECRETARIAL AUDITOR OF THE COMPANY FOR A TERM OF 5 (FIVE) CONSECUTIVE YEARS AND FIX THEIR REMUNERATION:

Pursuant to Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Section 204 and other applicable provisions of the Act, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors at their meeting held on February 06, 2025, based on the recommendation of the Audit Committee have approved, appointment of **Mr. Kamal A. Lalani, Peer Reviewed Practicing Company Secretary**, (**Membership No: A37774**) (**COP No: 25395**) **Peer Review No: 6618/2025** as the Secretarial Auditors for a period of 5 (five) consecutive



years, commencing from April 01, 2025 to March 31, 2030, subject to approval of Members of the Company.

After having considered various factors such as industry experience, competence of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors, on the basis of recommendation of the Audit Committee, have approved the said appointment of **Mr. Kamal A. Lalani**, as Secretarial Auditor of the Company for a term of 5 (Five) consecutive years to hold the office from the conclusion of this 41st Annual General Meeting (AGM) till the conclusion of the 46th AGM to conduct the secretarial audit.

Brief Profile/Qualifications/Eligibility:

Mr. Kamal A. Lalani, is a Peer-Reviewed Practicing Company Secretary based in Vadodara. He is a Fellow Member of the Institute of Company Secretaries of India (ICSI), holding Membership No. A37774. With over 10 years of professional experience, Mr. Kamal A. Lalani brings multi-faceted expertise in advising corporates on matters related to the Companies Act, SEBI (LODR) Regulations, and FEMA.

The peer-reviewed firm offers a wide range of professional services, including but not limited to: establishment of Wholly Owned Subsidiaries (WOS) and Joint Venture companies in India; setting up Project or Branch Offices for foreign companies; incorporation of Companies and LLPs along with advisory on their regulatory compliance; conducting Secretarial Audits and certification work for both listed and unlisted entities; acting as Scrutinizer for shareholders' and creditors' meetings and overseeing poll processes; managing mergers, demergers, and acquisitions; handling winding-up procedures and voluntary liquidations; and providing advisory services under FEMA, particularly in relation to Foreign Direct Investments (FDIs) and Overseas Direct Investments (ODIs).

Remuneration:

The proposed fees in connection with the secretarial audit shall be **Rs. 2,25,000/-** (Rupees Two Lakh Twenty-Five Thousand only) excluding taxes and other out-of-pocket expenses for FY 2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and **Kamal A. Lalani**.

In addition to the secretarial audit, **Kamal A. Lalani** shall provide other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditor. There is no material change proposed in the remuneration for the upcoming audit period compared to the current audit period.

The payment for permitted services in the nature of certifications and other professional work will be in addition to the Secretarial audit fee and shall be determined by the Board.

The recommendation is based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and Listing Regulations with regard to the full time partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.



None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested in the Resolution set out in Item No. 31 of this Notice.

The Board of Directors recommends the Resolution set out at Item No. 31 for the approval of the Members as an Ordinary Resolution.

DATE: AUGUST 30, 2025
PLACE: VADODARA

For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
DIKSHANT SINGH PANWAR
COMPANY SECRETARY & COMPLIANCE OFFICER
MEMBERSHIP NO. ACS-42741

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



BOARD'S REPORT

Dear Members,

Your Board of Directors (the “Board”) have immense pleasure in presenting the **41st** Report of the Board of Directors (“Board”) on the business and operations of the Company, together with Financial Statements for the Financial Year ended March 31, 2025.

1. FINANCIAL HIGHLIGHTS:

Your Company's financial performance for the year ended March 31, 2025 is as below:

(Rs. In Lakhs)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Revenue from Operation	41.70	11.10
Other Income	0.16	0.36
Total Income – A	41.86	11.46
Cost of Materials consumed	-	-
Purchase of Stock-in-Trade	25.34	-
Changes in inventories of finished goods, Work in Progress and Stock in Trade	(15.90)	-
Employees Benefit Expenses	83.78	19.43
Finance costs	55.14	2.55
Depreciation and Amortization Expenses	49.47	8.07
Other Expenses	126.52	23.08
Total Expenses – B	324.35	53.13
Profit / Loss Before - C = (A-B)	(282.48)	(41.67)
Profit / Loss from Ordinary Activities Before Finance Cost	-	-
Finance Cost	-	-
Profit / Loss from Ordinary Activities after Finance Cost	-	-
Current Tax	-	-
Excess Tax Provision for Earlier Year & Deferred Expenses	-	3.66
Deferred Tax	(11.16)	(0.47)
Total Taxes – D	(11.16)	3.19
Profit / (Loss) for the year - E= (C-D)	(271.33)	(44.86)
Paid up Equity Share Capital - F	24.50	24.50
Earnings per share – G = (E/F)	(110.75)	(18.31)



2. STATE OF COMPANY AFFAIRS & CHANGE IN NATURE OF BUSINESS.

The Company is engaged in the business of hospital operations, healthcare services, and activities related to Ayurveda practitioners. There has been no change in the nature of the Company's business during the financial year ended March 31, 2025.

INDIAN ACCOUNTING STANDARDS

The financial statements for the year ended March 31, 2025, have been prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under the Companies (Indian Accounting Standards) Rules, 2015, as specified under Section 133 of the Companies Act, 2013, and other applicable accounting principles and policies.

3. DIVIDEND

The Board of Directors has not recommended any dividend for the financial year 2024–25, in view of the losses incurred by the Company during the year.

Further, in accordance with **Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, the requirement to formulate a Dividend Distribution Policy is applicable only to the top 1,000 listed entities based on market capitalization. As the Company does not fall under the list of top 1,000 listed entities as per the criteria prescribed, the provisions relating to the Dividend Distribution Policy are **not applicable** to the Company.

4. UNCLAIMED DIVIDENDS AND SHARES TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Since there was no unpaid/unclaimed Dividend declared and paid in the previous year, the provisions of Section 125 of the Companies Act, 2013 do not apply to the Company.

5. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

There are no shares in the demat suspense account or unclaimed suspense account.

6. DETAILS OF TRANSFER TO RESERVES

The Board of Directors of your Company has decided not to transfer any amount to the Reserves due to the absence of any profits for the Financial Year 2024-25.



7. LISTING ON STOCK EXCHANGES

The Company's equity shares are listed on The BSE Limited (Scrip Code: 512063). The Company has paid the Annual Listing Fees for the Financial Year 2025-26 to the said Stock Exchange as required.

8. SHARE CAPITAL

The Company's paid-up equity share capital as on March 31, 2025 was Rs. 24.50 lakhs. There is no change in the share capital of the Company during the period under review.

a) BUY BACK OF SECURITIES

The Company has not bought back any of its securities during the year under review.

b) SWEAT EQUITY

The Company has not issued any Sweat Equity Shares during the year under review.

c) BONUS SHARES

No Bonus Shares were issued during the year under review.

d) EMPLOYEES STOCK OPTION PLAN

The Company has not provided any Stock Option Scheme to the employees.

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Company continues to benefit from the knowledge and experience of its Directors and Executives.

DIRECTORS

Composition of the Board of Directors are as follows as on date 31st March 2025:

Sr. No.	Name of Director	DIN	Designation
1.	*Mr. Gaurav Jayant Gupte (Appointed on August 11, 2023)	06741475	Chairman and Managing Director
2.	Mr. Yatin Sanjay Gupte (Appointed on August 11, 2023)	07261150	Non-Executive Non-Independent Director



3.	Mrs. Sheetal Mandar Bhalerao (Appointed on August 11, 2023)	06453413	Non-Executive Non-Independent Director
4.	Mr. Dharmendra Ramabhai Bhaliya (Appointed on August 11, 2023) (Ceased on August 11, 2023)	10176412	Non-Executive Independent Director
5.	Mrs. Mansi Jayendra Bhatt (Appointed on August 11, 2023)	10177722	Non-Executive Independent Director
6.	Mr. Mitesh Ghanshyambhai Rana (Appointed on February 29, 2024)	06770916	Non-Executive Independent Director
7.	Mr. Paresh Prakashbhai Thakkar (Appointed on February 29, 2024)	08265981	Non-Executive Independent Director

Note:

***Mr. Gaurav Jayant Gupte was first appointed as a Director on August 11, 2023. He was later designated as the Managing Director on September 29, 2023.**

Resignation of Director:

Resignation of Mr. Dharmendra Ramabhai Bhaliya (DIN: 10176412) as Non-Executive Independent Director:

Mr. Dharmendra Ramabhai Bhaliya (DIN: 10176412) has resigned from the position of Non-Executive Independent Director with effect from April, 11, 2025, due to certain assignments and personal commitments and there are no material reasons other than mentioned in his resignation letter.

All the Directors of the Company have confirmed that they are not disqualified from being appointed as Directors in terms of Section 164 of the Act and not debarred or disqualified by the Securities and Exchange Board of India (the “SEBI”) / Ministry of Corporate Affairs (the “MCA”) or any such statutory authority from being appointed or continuing as Director of the Company or any other Company where such Director holds such position in terms of Regulation (10)(i) of Part C of Schedule V of Listing Regulations. A Certificate to this effect, duly signed by CS Kamal A Lalani Trivedi, Practicing Company Secretary is annexed to Corporate Governance Report.

The Board of Directors is of the opinion that all Directors including the Independent Directors of the Company possess requisite proficiency, expertise and experience.

Opinion of the Board with regard to integrity, expertise and experience (including proficiency) of the Independent Directors:



The Board is of the opinion that the Independent Directors of the Company are professionally qualified and well experienced in their respective domains and meet the criteria regarding integrity, expertise, experience and proficiency. Their qualifications, specialized domain knowledge, strategic thinking & decision making and vast experience in varied fields has immensely contributed in strengthening the Company's processes to align the same with good industry practices.

RETIREMENT BY ROTATION

At the 41st Annual General Meeting (AGM), the following appointment/re-appointment is being proposed:

Mrs. Sheetal Mandar Bhalerao (DIN: 06453413), Non-Executive Non- Independent Director, shall retire by rotation and being eligible, offers herself, for re-appointment.

Details of the proposal for the re-appointment of Mrs. Sheetal Mandar Bhalerao along with her brief resume is mentioned in the Explanatory Statement under Section 102 of the Act and disclosure under Regulation 36(3) of the Listing Regulations as annexed to the Notice of the 41st AGM. The Board recommends the re-appointment of the above Director.

KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Sections 2(51) and 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended from time to time), the Company has the following persons as Key Managerial Personnel under the Companies Act, 2013:

Sr. No.	Name of Key Managerial Person	Designation
1.	Mr. Gaurav Jayant Gupte (Appointed on August 11, 2023)	Chairman and Managing Director
2.	Mr. Dharmeshkumar Ashwinbhai Chauhan (Resigned on February 15, 2025)	Company Secretary & Compliance Officer
3.	Mrs. Mittal Patel (Appointed on August 11, 2023)	Chief Financial Officer ("CFO")
4.	*Mr. Dikshant Singh Panwar (Appointed on May 12, 2025)	Company Secretary & Compliance Officer

* Mr. Dikshant Singh Panwar was introduced as Company Secretary & Compliance Officer in the Board Meeting held on May 12, 2025 in reference to the resignation of Mr. Dharmeshkumar Ashwinbhai Chauhan on February 15, 2025.



There was no other change in the composition of the Board of Directors and Key Managerial Personnel during the FY 2024-25, except as stated above.

10. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the financial year under review, regular meetings of the Board are held at least once in a quarter inter-alia to review the quarterly results of the Company and to discuss and decide on various business policies strategies and other businesses. The Board of Directors of the Company met **8 (Eight)** times to transact the business of the Company in accordance with Regulation 17 of SEBI (LODR) Regulation 2015, and/or provisions contained in Section 173(1) of the Companies Act read with Rules made thereunder. The Board meetings are held on following dates during the year.

Sr. No.	Date	Day
1	April 22, 2024	Monday
2	May 30, 2024	Thursday
3	August 14, 2024	Wednesday
4	August 29, 2024	Thursday
5	September 06, 2024	Friday
6	September 16, 2024	Monday
7	November 14, 2024	Thursday
8	February 10, 2025	Monday

Details of the attendance of the Directors at the Board meetings held during the year ended March 31, 2025 are as follows:

Name of the Director	Number of Board Meetings	
	Entitled to attend	Attended
Mr. Gaurav Jayant Gupte	8	8
Mr. Yatin Sanjay Gupte	8	6
Mrs. Sheetal Mandar Bhalerao	8	7
Mr. Dharmendra Ramabhai Bhaliya	8	8
Mrs. Mansi Jayendra Bhatt	8	8
Mr. Mitesh Ghanshyambhai Rana	8	8
Mr. Paresh Prakashbhai Thakkar	8	8

11. AUDIT COMMITTEE

Terms of reference:

Pursuant to the provisions of Section 177 (8) of the Companies Act 2013 read with Rules 6 & 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013, the details pertaining to the constitution of the Audit Committee are herein provided



Name of the Director	Designation in Committee	Category	Date of Appointment in Committee	Cessation Date
Mrs. Mansi Jayendra Bhatt	Chairperson	Non-Executive Independent Director	August 11, 2023	NA
Mr. Dharmendra Ramabhai Bhaliya	Member	Non-Executive Independent Director	August 11, 2023	April 11, 2025
Mr. Mitesh Ghanshyambhai Rana	Member	Non-Executive Independent Director	February 29, 2024	NA
Mr. Paresh Prakashbhai Thakkar	Member	Non-Executive Independent Director	February 29, 2024	NA
Mr. Gaurav Jayant Gupte	Member	Managing Director	August 11, 2023	NA

Meetings and Attendance during the year

6 (Six) Audit Committee meetings were held during FY 2024-25. The meetings were held on the following dates:

Sr. No.	Date of Audit Committee Meeting
1.	22-04-2024
2.	30-05-2024
3.	14-08-2024
4.	29-08-2024
5.	14-11-2024
6.	10-02-2025

Attendance of Directors in the meetings are as under:

Name of Director	No. of Meetings held during the tenure of Membership	No. of Meetings Attended
Mrs. Mansi Jayendra Bhatt	6	6
Mr. Dharmendra Ramabhai Bhaliya	6	6
Mr. Mitesh Ghanshyambhai Rana	6	6
Mr. Paresh Prakashbhai Thakkar	6	6



Mr. Gaurav Jayant Gupte	6	6
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Further as per Section 177(8) of the Act, as amended from time to time, there have been no instances during the year where recommendations of the Audit Committee were not accepted by the Board of Directors.

The minutes of the Audit Committee are reviewed by the Board at its subsequent meetings.

The previous Annual General Meeting (AGM) of the Company was held on September 26, 2024 and the same was attended by the Chairperson of the Audit Committee.

The Company Secretary of the Company act as the Secretary of the Audit Committee.

12. NOMINATION AND REMUNERATION COMMITTEE

Terms of reference:

The details pertaining to the constitution of the Nomination and Remuneration Committee as required under the provisions of Section 178(1) of the Companies Act 2013 and its terms of reference in brief are to be herein provided.

Name of the Director	Designation in Committee	Category	Date of Appointment in Committee	Cessation Date
Mr. Dharmendra Ramabhai Bhaliya	Chairman	Non-Executive Independent Director	August 11, 2023	April 11, 2025
Mrs. Mansi Jayendra Bhatt	Member	Non-Executive Independent Director	August 11, 2023	NA
Mr. Mitesh Ghanshyambhai Rana	Member	Non-Executive Independent Director	February 29, 2024	NA
Mr. Paresh Prakashbhai Thakkar	Member	Non-Executive Independent Director	February 29, 2024	NA
Mrs. Sheetal Mandar Bhalerao	Member	Non-Executive Non-Independent Director	August 11, 2023	NA



Meetings and Attendance during the year

1 (One) Nomination & Remuneration Committee meetings were held during FY 2024-25. The meetings were held on the following dates:

Sr. No.	Date of Nomination & Remuneration Committee Meeting
1.	29/08/2024

Attendance of Directors in the meetings is as under:

Name of Director	No. of Meetings held during the tenure of Membership	No. of Meetings Attended
Mr. Dharmendra Ramabhai Bhaliya	1	1
Mrs. Mansi Jayendra Bhatt	1	1
Mr. Mitesh Ghanshyambhai Rana	1	1
Mr. Paresh Prakashbhai Thakkar	1	1
Mrs. Sheetal Mandar Bhalerao	1	1

The minutes of the Nomination & Remuneration Committee are reviewed by the Board at its subsequent meetings.

The previous Annual General Meeting (AGM) of the Company was held on September 26, 2024 and the same was attended by the Chairperson of the Nomination & Remuneration Committee.

The Company Secretary of the Company act as the Secretary of the Nomination & Remuneration Committee.

13. STAKEHOLDERS RELATIONSHIP COMMITTEE

The details pertaining to the constitution of the Stakeholders Relationship Committee as required under the provisions of Section 178(5) of the Companies Act 2013 and its terms of reference in brief are to be herein provided.

Name of the Director	Designation in Committee	Category	Date of Appointment in Committee	Cessation Date
Mr. Paresh Prakashbhai Thakkar	Chairman	Non-Executive Independent Director	February 29, 2024	NA



Mr. Dharmendra Ramabhai Bhaliya	Member	Non-Executive Independent Director	August 11, 2023	NA
Mrs. Mansi Jayendra Bhatt	Member	Non-Executive Independent Director	August 11, 2023	NA
Mr. Mitesh Ghanshyambhai Rana	Member	Non-Executive Independent Director	February 29, 2024	NA
Mr. Yatin Sanjay Gupte	Member	Non-Executive Non-Independent Director	August 11, 2023	NA

Meetings and Attendance during the year

1 (One) Stakeholders Relationship Committee meetings were held during FY 2024-25. The meetings were held on the following dates:

Sr. No.	Date of Stakeholders Relationship Committee Meeting
1.	14/11/2024

Attendance of Directors in the meetings is as under:

Name of Director	No. of Meetings held during the tenure of Membership	No. of Meetings Attended
Mr. Paresh Prakashbhai Thakkar	1	1
Mr. Dharmendra Ramabhai Bhaliya	1	1
Mrs. Mansi Jayendra Bhatt	1	1
Mr. Mitesh Ghanshyambhai Rana	1	1
Mr. Yatin Sanjay Gupte	1	1

The minutes of the Stakeholders Relationship Committee are reviewed by the Board at its subsequent meetings.

The previous Annual General Meeting (AGM) of the Company was held on September 26, 2024 and the same was attended by the Chairperson of the Stakeholders Relationship Committee.



The Company Secretary of the Company act as the Secretary of the Stakeholders Relationship Committee.

14. BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual directors pursuant to the provisions of the Act.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as the Board composition and structure, effectiveness of board processes, information and functioning etc. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of criteria such as the composition of Committees, effectiveness of Committee meetings etc.

The above criteria are broadly based on the Guidance Note on Board Evaluation, a separate meeting of Independent Directors, performance of Non-Independent Directors, the Board as a whole and the Chairman of the Company was evaluated, taking into account the views of Executive and Non-Executive Directors.

The Board has reviewed the performance of individual directors on the basis of criteria such as contribution of the individual director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc.

At the Board meeting which followed the meeting of the Independent Directors and meeting of NRC, the performance of the Board, its committees, and individual directors was also discussed. Performance evaluation of Independent Directors was done by the entire Board.

A separate meeting of the Independent Directors was held on February 10, 2025, wherein they reviewed the performance of Non-Independent Directors, the Board as a whole, and the performance of the Chairman. The outcomes of this meeting were subsequently discussed at the following Board meeting, during which the performance of the Board, its committees, and individual Directors was comprehensively evaluated.

15. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

In accordance with the provisions of **Schedule IV** to the Companies Act, 2013, the Company has implemented a structured and ongoing **Familiarization Programme** for its Independent Directors.

The objective of this programme is to enable the Directors to gain a deeper insight into the Company's business model, operations, industry landscape, regulatory environment, and strategic priorities. This ensures that the Board is well-equipped to contribute meaningfully to Board deliberations and discharge their duties effectively.



Upon appointment, every Director is issued a formal letter of appointment which outlines their roles, responsibilities, functions, and obligations. The Familiarization Programme includes:

- **Induction sessions** for new Directors, providing an overview of the Company's business, financials, management structure, key policies, and governance framework.
- **Regular updates and presentations** from Senior Management on industry developments, regulatory changes, market dynamics, operational performance, strategic initiatives, risk management, and sustainability goals.
- **Interactive meetings** with Senior Management Personnel to facilitate an open exchange of views and direct access to key functional areas of the Company.
- **Continuous engagement**, whereby Directors are regularly briefed on emerging responsibilities, governance expectations, and specific areas relevant to their oversight functions.

All Directors are provided unrestricted access to Company documents and information required to enable them to understand the business in depth and to perform their role effectively.

The Company recognizes the importance of keeping its Board informed and engaged, and actively seeks their suggestions and inputs on key business matters during the familiarization process.

The detailed policy on the Familiarization Programme for Independent Directors is available on the Company's website at: <https://www.ayokimerchantile.com/policy.php>

16. CREDIT RATING

During the financial year ended March 31, 2025, the Company did not issue any debt instruments, nor did it accept any fixed deposits or undertake any scheme or proposal for the mobilization of funds, either in India or abroad. Accordingly, there was no requirement for obtaining any credit ratings during the year.

17. DETAILS OF SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES

During the year under review, the Company did not have any subsidiaries, associate companies, or joint ventures as defined under the Companies Act, 2013.

18. SECRETARIAL AUDITORS REPORT

In compliance with Regulation 24(A) of SEBI Listing Regulations and Section 204 of the Companies Act, 2013 read with Rules made thereunder, the Governing Board at its Meeting held on February, 10th 2025, based on the recommendation of the Audit Committee, approved the appointment of



Mr. Kamal A. Lalani, Practicing Company Secretary (Membership No. A37774, COP No. 25395), Vadodara for a period of 5 (five) consecutive Financial Years commencing from FY 2025-2026 up to ensuing FY 2029-2030, subject to approval of the Shareholders at the ensuing 41st AGM of the Company.

A copy of the Secretarial Audit Report issued in Form MR-3 by Mr. Kamal A Lalani, Secretarial Auditors is enclosed as Annexure-A to this report.

Mr. Kamal A Lalani, Practicing Company Secretary (Membership No. A37774, COP No. 25395), has confirmed that his appointment, if made, will comply with the eligibility criteria in terms of SEBI Listing Regulations. Further, he has confirmed that he holds a valid certificate issued by the Peer Review Board of ICSI.

The Secretarial Auditor's Report mentioned in Annexure-A to this report does not contain any qualifications, reservations, or adverse remarks or disclaimers.

OBSERVATION BY SECRETARIAL AUDITOR

There is qualification made by the auditors in their Secretarial Audit Report of the Company for the financial year ended 31st March, 2025. The observation made in the Secretarial Audit Report are as per the following:

1. During the period under review, the Company has submitted the required e-forms and returns with the Registrar of Companies (ROC)/Ministry of Corporate Affairs, (MCA) except two MGT-14.

Response from Management:

The delay was due to oversight on the part of the Company Secretary & Compliance officer. The management has taken it seriously and accordingly instructed to the Company Secretary & Compliance Officer of the Company to implement the process & system which shall give alert for various compliances under the Act and other applicable enactment to the Company so as to comply it in a timely and effectively manner. This would avoid such delay in submission of e-forms in the future.

2. Pursuance to Reg. 29 of the SEBI LODR, the Company has not given prior intimation of holding a Board Meeting at least two working days in advance to BSE, for the Board Meeting held on 6th September 2024 wherein an agenda for raising of fund was approved.

Response from Management:

The non-compliances of various requirements under the SEBI Regulations as stated above were made inadvertently and due to oversight on the part of the Company Secretary and Compliance Officer of the Company. To avoid the same in future, the Company has established internal



mechanism which shall facilitate the Company Secretary and Compliance Officer to observe all relevant SEBI compliances timely and effectively.

19. COST AUDIT AND COST RECORDS

The provisions of **Section 148** of the Companies Act, 2013, relating to the maintenance of cost records and cost audit, were not applicable to the Company during the financial year 2024–25.

20. COMPLIANCE WITH SECRETARIAL STANDARDS

During the FY 2024-25, the Company has complied with the applicable provisions of the Secretarial Standards – 1 relating to ‘Meetings of the Board of Directors’ and Secretarial Standards – 2 relating to ‘General Meetings’ specified by the Institute of Company Secretaries of India and approved by the Central Government under Section 118 (10) of the Act.

21. CEO / CFO CERTIFICATION

In terms of Regulation 17(8) read with Part B of the Listing Regulations, a declaration is to be made by the Managing Director confirming that all Directors and Senior Management Personnel adhered to the Company's Code of Conduct during the FY 2024-2025. This declaration is required under by Schedule V of the Securities and Exchange Board of India's Listing Obligations and Disclosure Requirements Regulations 2015.

The Annual Report also includes a certificate from the Chief Financial Officer (CFO) of the company as addressed to the Board of Directors, confirming the correctness of the financial statements, Cash flow statements for the Financial Year ended 31 March 2025 adequacy of the internal control measures and matters reported to the Audit Committee.

Provided in this Report: **Annexure – B**

22. CODE OF CONDUCT

The Company has adopted a Code of Conduct for all the employees including the Board Members and Senior Management Personnel of the Company in accordance with the requirement under Regulation 17 of the SEBI (LODR) Regulations 2015. The Code of Conduct has been posted on the website of the Company i.e. <https://www.ayokimerchantile.com/policy.php>

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples of the expected behavior from an



employee in a given situation and the reporting structure. Management members are made aware of the provisions of the Code from time to time.

The Company has obtained confirmations for compliance with the said code from all its Board members and Senior Management Personnel for the year ending March 31, 2025. The declaration by the Chairman & Managing Director of the Company confirming **the same is annexed to this report - Annexure - C**

23. CORPORATE SOCIAL RESPONSIBILITY POLICY

Pursuant to the provisions of **Section 135** of the Companies Act, 2013, companies meeting any of the following criteria—net worth of ₹500 crore or more, turnover of ₹1,000 crore or more, or net profit of ₹5 crore or more during any financial year—are required to constitute a Corporate Social Responsibility (CSR) Committee and adopt a CSR Policy.

During the year under review, the Company did not meet any of the prescribed thresholds and, accordingly, is not required to constitute a CSR Committee or formulate a CSR Policy under the said provisions.

24. VIGIL MECHANISM (WHISTLE BLOWER POLICY)

The Company has a Whistle Blower Policy and has established the necessary vigil mechanism for employees, Directors and stakeholders in conformation with the provisions of Section 177(9) of the Act and Regulation 22 of SEBI Listing Regulations to report concerns about unethical behavior.

This Policy is available on the Company's website at the weblink: <https://www.ayokimerchantile.com/policy/Whistle-blower-policy.pdf>

25. ADEQUACY OF INTERNAL FINANCIAL CONTROLS

As required under Section 134(3)(q) of the Companies Act, 2013, read with Rule 8(5)(viii) of the Companies (Accounts) Rules, 2014, the Company has established adequate financial controls commensurate with its size, scale, and the complexity of its operations, particularly with respect to the preparation and presentation of its financial statements. The internal financial controls are designed to provide reasonable assurance regarding the reliability of financial reporting, accuracy and completeness of accounting records, integrity in the conduct of business, and the prevention and detection of frauds and errors.

Comprehensive policies, standard operating procedures, and control mechanisms have been implemented across all business processes. These frameworks ensure adherence to internal control protocols and full compliance with applicable regulatory requirements.

During the year under review, the Company assessed the effectiveness of its internal financial controls, and no reportable material weaknesses were identified in the design or implementation



of these controls. The Audit Committee of the Board periodically reviews the adequacy and effectiveness of the internal control systems. In addition, it closely monitors the status of corrective actions taken in response to findings from internal audit reviews, ensuring continuous improvement in the internal control environment.

26. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY BETWEEN BALANCE SHEET DATE AND DATE OF BOARD'S REPORT

There has been no material change and commitment affecting the financial performance of the Company which occurred between the end of the Financial Year of the Company to which the Financial Statements relate and the date of this Report.

27. MATERIAL ORDERS PASSED BY THE REGULATORS OF COURTS OR TRIBUNALS IMPACTING THE COMPANY'S OPERATION IN FUTURE

No material orders have been passed by any regulatory authorities, courts, or tribunals that would have an adverse impact on the Company's future operations or its status as a going concern.

28. PARTICULARS OF LOANS, GUARANTEES, SECURITIES OR INVESTMENTS UNDER SECTION 186

There are no Loans, Guarantees, Investments and Security made during the Financial Year ended March 31, 2025 as per the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014.

29. PARTICULARS OF ARRANGEMENTS OR CONTRACTS WITH RELATED PARTIES AS PRESCRIBED UNDER SECTION 188(1) OF THE COMPANIES ACT, 2013

The particular of every contract or arrangement entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including a certain arm's length and the ordinary course of transactions under third proviso thereto has been disclosed in **Form no AOC-2**.

The policy on Related Party Transactions as approved by the Board is uploaded on the website of the Company and the web link is www.ayokimerchantile.com.

30. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report, providing a comprehensive overview of the Company's operational and financial performance, forms part of this Annual Report and is annexed hereto as **Annexure – F**.



31. CORPORATE GOVERNANCE REPORT

In accordance with Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions related to Corporate Governance are not applicable to the following classes of listed entities:

- a) Listed entities with a paid-up equity share capital not exceeding ₹10 crore and net worth not exceeding ₹25 crore, as on the last day of the previous financial year;
- b) Listed entities that have listed their specified securities on the SME Exchange.

As on March 31, 2025—the last day of the previous financial year—the Company's paid-up equity share capital stood at ₹24.50 lakhs and its net worth was Rupees (311.29) lakhs, both of which are below the thresholds specified under the aforementioned regulation.

Accordingly, the Corporate Governance provisions are not applicable to the Company, and hence, the Corporate Governance Report does not form part of this Annual Report for the financial year 2024–25.

32. DECLARATION BY INDEPENDENT DIRECTORS

Name of Director	Category
Mr. Paresh Prakashbahi Thakkar	Non-Executive Independent Director
Mr. Dharmendra Ramabhai Bhaliya	Non-Executive Independent Director
Mrs. Mansi Jayendra Bhatt	Non-Executive Independent Director
Mr. Mitesh Ghanshyambhai Rana	Non-Executive Independent Director

Pursuant to the provisions of Section 149 of the Act, the Independent Directors have submitted declarations that each of them meets the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company.

During the year under review, the company's Non-Executive Directors did not have any pecuniary relationship or transactions with the company, its holding, subsidiary or associate company, other than those permitted by law, except for sitting fees, commission, and expense reimbursement, as permitted by the **Companies Act, 2013** and the **SEBI (LODR) Regulations, 2015**.

Separate meetings of the Independent Directors of the Company were held on 2nd February, 2025.

33. STATEMENT REGARDING INDEPENDENT DIRECTORS

Pursuant to Rule 8(5)(iiia) of the Companies (Accounts) Rules, 2014, and in the opinion of the Board, there has been no change in the circumstances that may affect the status of the



Independent Directors of the Company. The Board affirms its satisfaction with the integrity, expertise, and experience—including proficiency as prescribed under Section 150(1) of the Companies Act, 2013 and the applicable rules—of all Independent Directors serving on the Board.

34. POLICY ON DIRECTOR'S APPOINTMENT, REMOVAL, REMUNERATION AND OTHER DETAILS

The company's policy concerning the appointment and remuneration of directors, along with the criteria for determining their qualifications, positive attributes, and independence, is available on its website and weblink: <https://www.ayokimerchantile.com/policy/REMUNERATION%20POLICY.pdf>

This policy addresses other matters as required by **sub-section (3) of section 178 of the Companies Act, 2013**.

35. PARTICULARS OF EMPLOYEES, DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with Section 197(12) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the requisite disclosures have been provided and are annexed to the Board's Report as **Annexure – D**

36. REPORTING OF FRAUDS BY AUDITORS

During the year under review, the Statutory Auditors, Internal Auditors and Secretarial Auditor have not reported any instances of fraud committed in the Company by its Directors or Officers or Employees to the Audit Committee under section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

37. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company maintains a zero-tolerance policy towards sexual harassment at the workplace and has implemented a policy on the prevention, prohibition, and redressal of sexual harassment, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder. However, constitution of internal compliant committee is not applicable to the company.

During the financial year 2024–25, no complaints of sexual harassment were received by the Company.

COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961

During the FY 2024-25 the Company has complied with the applicable provisions of the Maternity Benefit Act, 1961, including relating to maternity leave and other benefits to women employees



38. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information required under Section 134 of the Companies Act, 2013, read with the applicable provisions of the Companies (Accounts) Rules, 2014, relating to conservation of energy, technology absorption, and foreign exchange earnings and outgo, is provided in **Annexure – E** to this Report.

39. DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134(3)(c) of the Act, in relation to financial statements of the Company for the year ended March 31, 2025, the Board of Directors states that:

- a. In the preparation of the annual accounts, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025 and of the Loss of the Company for the year ended March 31, 2025;
- c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The annual accounts / financial statements have been prepared on a 'going concern' basis;
- e. Proper internal financial controls are in place and are operating effectively; and
- f. Proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

40. ACCEPTANCE OF PUBLIC DEPOSITS

During the financial year 2024–25, the Company did not accept any deposits as defined under Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014. Accordingly, no amount pertaining to principal or interest on public deposits was outstanding as on the date of the Balance Sheet.



Further as required under Clause (viii) of Rule 2 of Companies (Acceptance of Deposits) Rules, 2014, the Company has availed loans from its director, the particulars of which are provided in the financial statements.

41. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

During the FY 2024-25, there was no such instance.

42. DETAILS OF APPLICATIONS MADE OR PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

During the financial year 2024-25, the Company has maintained a clean legal record with respect to insolvency and bankruptcy matters. There have been no applications filed against the Company under the Insolvency and Bankruptcy Code (IBC), 2016, nor are there any ongoing or pending proceedings involving the Company under the provisions of the IBC.

43. ANNUAL RETURN

In compliance with the provisions of Section 134(3)(a) and Section 92(3) of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, including any amendments or re-enactments thereof, the Annual Return in Form No. MGT-7 has been uploaded on the Company's website. It is accessible for viewing at: <https://www.ayokimerchantile.com/annual-report.php>.

44. ACKNOWLEDGEMENTS

Your directors wish to place on record their appreciation of the contribution made by employees at all levels to the continued growth and prosperity of your Company. Your directors also wish to place on record their appreciation for the shareholders, consumers, and banks for their continued support.

**By Order of the Board of Directors
For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
GAURAV JAYANT GUPTA
CHAIRMAN & MANAGING DIRECTOR**

**DIN: 06741475
Date: AUGUST 30, 2025**

**By Order of the Board of Directors
For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
YATIN SANJAY GUPTA
NON-EXECUTIVE NON-INDEPENDENT DIRECTOR**

**DIN: 07261150
Place: VADODARA**



FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2025
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the
Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members of
WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
(CIN: L20237MH1985PLC034972)
Office No. 101, First floor,
Shree Sai Ashirwad CHS,
Gantali Path Road, Above Saibaba Mandir,
Naupada (Thane), Thane, Maharashtra, India, 400602

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **WARDWIZARD HEALTHCARE LIMITED (hereinafter called “the Company”)**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the Secretarial Audit, I hereby report that in my opinion, the Company during the audit period covering the **financial year ended on 31st March, 2025**, has complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:-

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025 according to the provisions of: -



- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder (Including any statutory modification (s) or re-enactments (s) thereof, for the time being in force);
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder (Including any statutory modification (s) or re-enactments (s) thereof, for the time being in force);
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder (Including any statutory modification (s) or re-enactments (s) thereof, for the time being in force);
- (iv) Foreign Exchange Management Act, 1999 (FEMA) and the Rules and Regulations made there under to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB) (Including any statutory modification (s) or re-enactments (s) thereof, for the time being in force);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') (Including any statutory modification (s) or re-enactments (s) thereof, for the time being in force): -
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 – **Not applicable during Audit Period**;



- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021:- **Not applicable during Audit Period;**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; - **To the extent applicable to the Company;**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 – **Not applicable during the Audit Period;**
- (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 – **Not applicable to the Company during the Audit Period.**

(vi) **Other applicable laws:** Based on the information provided and the representation made by the Company and its officers and also on the review of the compliance reports taken on record by the Board of Directors of the Company, in my opinion, adequate systems and process exist in the Company to monitor and ensure compliances under other applicable Acts, Laws and Regulations as applicable to the Company.

I have also examined compliance with the applicable clauses of the following: -

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to the Board and General Meeting;
- (ii) The Listing Agreements entered into by the Company with BSE Limited (BSE) read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations').

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards, etc. as mentioned above, subject to the following observations.

a) Under the Companies Act, 2013 & Rules framed thereunder are:

- *During the period under review, the Company has submitted the required e-forms and returns with the Registrar of Companies (ROC)/Ministry of Corporate Affairs, (MCA) except two MGT-14.*



b) Under the SEBI Act, Regulations, Rules, Guidelines, Notifications, Circulars etc. are;

- Pursuance to Reg. 29 of the SEBI LODR, the Company has not given prior intimation of holding a Board Meeting at least two working days in advance to BSE, for the Board Meeting held on 6th September 2024 wherein an agenda for raising of fund was approved.

I further report that: -

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and SEBI LODR Regulations.

Adequate notice is given to all the Directors / Committee Members to schedule the Board / Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the Meeting and for meaningful participation at the Meeting.

Majority decisions are carried out unanimously as recorded in the minutes of the meeting of the Board of Directors.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with the applicable Laws, Rules, Regulations and Guidelines, etc.

I further report that during the audit period, following major event/action having a major bearing on the Company's affairs occurred in pursuance of the above referred Laws, rules, regulations and guidelines, standards etc.

1. On 25th May, 2024, through postal ballot, the members of the Company has approved the following agenda items by passing the Special Resolution(s):

- Regularization of Appointment of Mr. Paresh Prakashbhai Thakkar, (DIN:08265981) as Non-Executive Independent Director of the Company.



- Regularization of Appointment of Mr. Miteshkumar Ghanshyambhai Rana, (DIN:06770916) as Non-Executive Independent Director of the Company.

2. On 26th September, 2024, at the Annual General Meeting, the members of the Company has approved the following major agenda under the Special Business:

- a) Approval for Material Related Party Transaction(s) under Section 188 of the Companies Act, 2013, by way of an Ordinary Resolution.
- b) Increasing Borrowing Limits of the Board of directors of the Company under section 180 of the Companies Act, 2013, by way of Special Resolution.
- c) 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, by way of Special Resolution.
- d) 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, by way of Special Resolution.
- e) 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, by way of Special Resolution.

Place: Vadodara
Date: 30/08/2025

Sd/-
Name of PCS : KAMAL A LALANI
C. P. No. : 25395
ACS : 37774
P. R. No. : 6618/2025
UDIN : A037774G001121516

This report is to be read with my letter of even date which is annexed as **“Annexure – A”** and forms an integral part of this report.



ANNEXURE – A OF FORM NO. MR-3

To,
The Members of
WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
(CIN: L20237MH1985PLC034972)
Office No. 101, First floor,
Shree Sai Ashirwad CHS,
Gantali Path Road, Above Saibaba Mandir,
Naupada (Thane), Thane, Maharashtra, India, 400602

My report of even date is to be read along with this letter: -

1. Maintenance of the secretarial records and compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standard is the responsibility of the management of the Company. My examination was limited to the verification and audit of procedure and records on test basis. My responsibility is to express an opinion on these secretarial records based on such verification and audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records and I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and for which I have relied on the report of Statutory Auditor.
4. Wherever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

KAMAL A LALANI
Practicing Company Secretary
ACS – 37774
C. P. No. 25395
PR: 6618/2025
UDIN : A037774G001121516

Date: 30/08/2025
Place: Vadodara



Annexure – B

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To,
The Board of Directors,
For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)

In pursuance to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, We, Mr. Gaurav Gupte, Chairman & Managing Director and Mrs. Mittal Patel, Chief Financial Officer (C.F.O.) to the best of our knowledge and belief, certify that:

- A. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2025 and that to the best of our knowledge and belief:
- 1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, there were no transactions entered into by the Company during the year which were fraudulent, illegal or which violated the Company's Code of Conduct.
- C. We are responsible for establishing and maintaining internal controls for financial reporting and we have:
- 1) evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting;
 - 2) not found any deficiencies in the design or operation of internal controls.
- D. We have indicated to the Company's Auditors and the Audit Committee of the Board of Directors that:
- 1) there is no significant changes that have occurred in the internal control over financial reporting during the year;
 - 2) there have been no significant changes in accounting policies during the year;
 - 3) there have been no instances of significant fraud nor there was any involvement of the management or an employee having a significant role in the Company's internal control system over financial reporting; and
- E. We declare that all Board members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct for the current year.

By Order of the Board of Directors
For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
GAURAV JAYANT GUPTÉ
CHAIRMAN & MANAGING DIRECTOR
DIN: 06741475
DATE: AUGUST 30, 2025

By Order of the Board of Directors
For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
MITTAL PATEL
CHIEF FINANCIAL OFFICER

PLACE: VADODARA



CODE OF CONDUCT DECLARATION

Declaration as required under Pursuant to Regulation 34(3) read with Schedule V Part D of The SEBI (LODR) Regulations, 2015

The Company has adopted a Code of Conduct for its Employees and Directors which is available on the Company's web site.

This is to confirm that the Company has adopted a Code of Conduct applicable to all employees, including Executive and Non-Executive Directors, as well as Senior Management Personnel. The Code of Conduct and Business Ethics is available on the Company's website.

Further, I confirm that for the financial year ended March 31, 2025, the Company has received declarations from the Senior Management Team and Members of the Board confirming their compliance with the Code of Conduct, as applicable to them.

By Order of the Board of Directors
For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
GAURAV JAYANT GUPTA
CHAIRMAN & MANAGING DIRECTOR
DIN: 06741475
DATE: AUGUST 30, 2025

By Order of the Board of Directors
For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
YATIN GUPTA
NON-EXECUTIVE NON-INDEPENDENT DIRECTOR
DIN: 07261150
PLACE: VADODARA



Annexure – D

STATEMENT OF PARTICULARS OF EMPLOYEES, DIRECTORS AND KEY MANAGERIAL PERSONNEL

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 (THE “ACT”), RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 READ WITH THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENTS RULES, 2016

- The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the FY 2024-25 and the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the FY 2024-25 are as under:

Sr. No.	Name of Director / KMP and Designation	Remuneration of Director / KMP for FY 2024-25 (in Lakh)	Ratio of remuneration of each Director / to median remuneration of employees	% increase /decrease in remuneration in the FY 2024-25
1.	Mr. Gaurav Jayant Gupte (Chairman & Managing Director)	12.00	10.28	-
2.	Dharmeshkumar Ashwinbhai Chauhan (Company Secretary)	6.83	5.85	-
3.	Mrs. Mittal Patel (Chief Financial Officer)	6.11	5.24	14.73%

- The median remuneration of employees of the Company during the FY 2024-25 was 1,16,730/-
- There were 2 permanent employees on the rolls of the Company as on March 31, 2025.
- Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

I. Average Percentile Increase in Salaries of Employees (Other than Managerial Personnel):

During the financial year, the salaries of employees other than managerial personnel have reflected a **100%** increase as compared to the previous year. This increase is primarily on account of the fact that all such employees were newly recruited during the year, and hence there were no comparable figures in the previous financial year.

II. Average Percentile Increase in Managerial Remuneration:

The average increase in the remuneration of managerial personnel during the financial year was



4.91% as compared to the previous year. This increment is aligned with the Company's overall performance, industry benchmarks, and individual contribution levels.

III. Comparison of Salary Increases:

Category	Average Increase (%)	Remarks
Employees other than Managerial Personnel	100%	Increase due to new recruitment during the year
Managerial Personnel	4.91%	In line with company and individual performance

IV. Exceptional-Circumstances:

There were **no exceptional circumstances** leading to any higher increase in managerial remuneration during the financial year.

The criteria for increase in remuneration of employees other than Managerial Personnel is based on an internal performance evaluation carried out by the Management annually, which is further based on overall performance of the Company, inflation, prevailing industry trends and benchmarks.

6. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

The information required under provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Annual Report. Having regard to the provisions of Section 134 and Section 136 of the Companies Act, 2013, the Reports and Accounts are being sent to the Members excluding such information. However, the said information is available for inspection by the Members in electronics mode. Shareholders may write to the Company at ayoki1985@gmail.com in that regard, by mentioning **"Request for Inspection"** in the subject of the email.

By Order of the Board of Directors
For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
GAURAV JAYANT GUPTA
CHAIRMAN & MANAGING DIRECTOR
DIN: 06741475
DATE: AUGUST 30, 2025

By Order of the Board of Directors
For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
YATIN GUPTA
NON-EXECUTIVE NON-INDEPENDENT DIRECTOR
DIN: 07261150
PLACE: VADODARA



CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information as required under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is set out hereunder.

1. CONSERVATION OF ENERGY

a) Steps taken for conservation of energy

Energy utilisation is one of the core areas used during construction. The total cost of construction includes a large part of energy consumption. Energy conservation continues to be your company's key focus. The Company is making continuous efforts for energy conservation. Effective measures have been taken to monitor the consumption of energy during the process of construction. Constant monitoring and awareness amongst employees have helped to avoid waste of energy.

Major steps taken for energy conservation including some of the proposed steps are as under:

- i. Your company's head office, corporate office and Hospitals are so well constructed which required minimum power consumption during daylight
- ii. Your company has acquired highly efficient machinery/equipment which gives maximum output by using optimum resources.
- iii. Continuously we take necessary activities to educate and encourage employees to establish energy efficient practices.
- iv. Company is taking every suitable action to conserve energy to best possible manner. Wherever required, the Company is replacing the existing lighting system with LED and even replacing Air Conditioners having 5-star rating to conserve electricity.

b) The capital investment in energy conservation equipment

During the year, Your Company has not invested towards energy conservation equipment up to March 2025.

2. TECHNOLOGY ABSORPTION

a) Efforts made towards technology absorption

Your Company has made efforts towards utilization of best technology available in the market to curb cost. Your Company lays considerable emphasis on quality maintenance and



product enhancement. Your Company has spent money towards technology absorption as when required.

b) **Expenditure on R & D**

Your Company has not been spending any money towards research and development.

3. FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars	2024-25	2023-24
Total Foreign Exchange Used in Import	Nil	Nil
Total Foreign Exchange Earned from Export	Nil	Nil

By Order of the Board of Directors
For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
GAURAV JAYANT GUPTA
CHAIRMAN & MANAGING DIRECTOR
DIN: 06741475
DATE: AUGUST 30, 2025

By Order of the Board of Directors
For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
YATIN GUPTA
NON-EXECUTIVE NON-INDEPENDENT DIRECTOR
DIN: 07261150
PLACE: VADODARA



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS

The Company is currently exploring various business opportunities in the healthcare sector, including medical treatment facilities, multi-speciality hospitals, medical and paramedical educational institutions, research and technology laboratories, healthcare services, pharmacy outlets, ambulance services, home care, and related areas. These initiatives are aimed at serving the best interests of the Company and its stakeholders.

OPPORTUNITIES AND THREAT

The Indian market continues to offer a range of promising opportunities across various sectors. While the Company currently operates on a relatively smaller scale, it remains focused on identifying and evaluating business prospects that are strategically aligned with its current size and long-term vision. In line with the recent change in management, the Company proposes to raise capital to support the execution of its renewed business objectives and strategic initiatives.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

Currently, the Company does not have any products/ segments.

OUTLOOK

The Board of Directors is actively evaluating a range of potential business opportunities that align with the Company's vision for long-term growth and value creation. As part of this strategic review, the Board is considering diverse sectors and emerging business models that leverage market trends, evolving consumer needs, and the Company's inherent capabilities.

This proactive approach is aimed at identifying avenues that are scalable, sustainable, and capable of delivering enhanced value to shareholders. The Company remains open to exploring opportunities in high-growth sectors, with a particular focus on healthcare and allied services, in line with its evolving business strategy. The Board continues to assess the feasibility, risk profile, and potential return on investment of each option, with the intent to chart a robust roadmap for the Company's future.

While the Company is currently at an exploratory stage, the management is confident that, with prudent planning and timely execution, the identified opportunities will contribute meaningfully to the Company's growth trajectory.



RISKS AND CONCERNS

The Board of Directors is currently examining various strategic business options available to the Company as part of its efforts to identify new avenues for growth. While these opportunities present potential for value creation, they are still at an exploratory stage and are subject to detailed feasibility assessments.

Given that the Company does not have any active business operations at present, the success of any proposed venture will depend on several external and internal factors, including market conditions, regulatory approvals, availability of financial resources, and the Company's ability to attract the right talent and partnerships. There is also an inherent risk that certain opportunities under evaluation may not materialize or may not deliver the expected outcomes.

The Board is mindful of these uncertainties and is adopting a cautious, risk-assessed approach in evaluating potential business ventures. The Company remains committed to maintaining financial prudence and compliance with applicable laws and regulations while pursuing its strategic objectives.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company currently has adequate internal control systems in place, commensurate with its existing scale of operations and business requirements. These controls are continuously monitored, reviewed, and strengthened on an ongoing basis, and are upgraded as and when necessary to ensure effectiveness and alignment with evolving business needs.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Your Company's Present performance vis-à-vis the financial performance for the previous year as given below in tabular format.

Particulars	2024-25	2023-24
Total revenue including other income	41.86	11.46
Total Expenditure	324.35	53.13
Profit / (Loss) before tax	(282.48)	(41.67)
Tax Expenses	(11.16)	3.19
Profit / (Loss) after tax	(271.33)	(44.86)

HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT

The Board is keen to have a fully equipped HR Department, once the business activity is resumed/started in a normal way. During the year under review, since, there were less business activities and manpower utilization was meagre, there was no such department.



DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIO

Following are significant changes in Key Financial Ratio of the Company during the Financial Year 2024-25:

Particulars	2024-25	2023-24
Current Ratio	0.07	0.25
Debt-Equity Ratio	-3.35	-2.01
Debt Service Coverage Ratio	-0.16	-0.38
Trade Receivable Turnover Ratio	2.00	0.00
Trade Payable Turnover Ratio	0.46	0.00
Net Capital Turnover Ratio	-0.17	-0.61
Net Profit Ratio	-650.09%	-404.18%
Return on Capital Employed	-31.54%	-98.34%

DETAILS OF ANY CHANGES IN RETURN ON NET WORTH

Following are details for change in Return on net worth in the financial year 2024-25 as compared to the immediately previous financial year i.e. 2023-24.

Particulars	2024-25	2023-24
Return on Net Worth	-87.16%	-112.26%

DISCLOSURE OF ACCOUNTING TREATMENT

Detailed disclosure of accounting treatment during the financial year 2024-25 has been made in Notes to accounts of the financials.

Caution: The views expressed in the Management Discussions and Analysis are based on available information, assessments and judgment of the Board. They are subject to alterations. The Company's actual performance may differ due to national or international ramifications, government regulations, policies, Tax Laws, and other unforeseen factors over which the Company may not have any control.

By Order of the Board of Directors
For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
GAURAV JAYANT GUPTA
CHAIRMAN & MANAGING DIRECTOR
DIN: 06741475
DATE: AUGUST 30, 2025

By Order of the Board of Directors
For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
YATIN GUPTA
NON-EXECUTIVE NON-INDEPENDENT DIRECTOR
DIN: 07261150
PLACE: VADODARA



AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of The Companies (Accounts) Rules, 2014)

PARTICULARS OF CONTRACTS/ARRANGEMENTS MADE WITH RELATED PARTIES

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in section 188(1) of the Companies Act, 2013 including certain arm's length transactions under the third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: Nil

a.	Name(s) of the related party and nature of relationship: N.A.
b.	Nature of contracts/arrangements/transactions: N.A.
c.	Duration of the contracts/arrangements/transactions: N.A.
d.	Salient terms of the contracts or arrangements or transactions including the value, if any: N.A.
e.	Justification for entering into such contracts or arrangements or transactions: N.A.
f.	Date of approval by the Board: N.A.
g.	Amount paid as advances, if any: N.A.
h.	Date on which the special resolution was passed in general meeting as required under first proviso to section 188: N.A.

2. Details of material contracts or arrangements or transactions at arm's length basis:

The details of contracts or arrangements or transactions at arm's length basis for the year ended March 31, 2025, are as follows:

Sr No	Name of Related Party	Nature of Relationship	Nature of Transaction	Duration	Aggregate amount of transactions for FY 2024- 25 (Amount in Lakh)
1	GAURAV GUPTE	Managing Director	Remuneration Paid	2024-25 1 year	12.00
2	MITTAL PATEL	Chief Financial Officer	Remuneration Paid	2024-25 1 year	6.11
3	DHARMESH CHAUHAN	Company Secretary	Remuneration Paid	2024-25 1 year	6.85



4	WARDWIZARD MEDICARE PVT LTD	Promoter Company	Purchase of goods or services	2024-25 1 year	22.54
5.	YATIN GUPTA	Director	Loan from Director	2024-25 1 year	21.40
6.	WARDWIZARD MEDICARE PRIVATE LIMITED	Promoter Company	Loan from Promoter	2024-25 1 year	210.28
7.	WARDWIZARD MEDICARE PRIVATE LIMITED	Promoter Company	Loan repaid to promoter	2024-25 1 year	2.00
8.	WARDWIZARD MEDICARE PRIVATE LIMITED	Promoter Company	Advances Received from Promoter	2024-25 1 year	1.50

All related party transactions are in ordinary course of business and on arm's length basis and were approved by the Members of Audit Committee and by the Board of Directors of the Company wherever required.

By Order of the Board of Directors
For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
GAURAV JAYANT GUPTA
CHAIRMAN & MANAGING DIRECTOR
DIN: 06741475
DATE: AUGUST 30, 2025

By Order of the Board of Directors
For WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
SD/-
YATIN GUPTA
NON-EXECUTIVE NON-INDEPENDENT DIRECTOR
DIN: 07261150
PLACE: VADODARA



INDEPENDENT AUDITOR'S REPORT

**To the Members of
WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Limited)
Report on the Audit of the Financial Statements**

Opinion

We have audited the accompanying financial statements of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Limited) which comprise the Balance Sheet as at 31st March, 2025, and the Statement of Profit and Loss, including other comprehensive income, Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the “financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 as amended (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principle generally accepted in India, of the state of affairs of the Company as at 31st March, 2025, the loss and total comprehensive income, its cash flows and changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended 31st March, 2025. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion



thereon, and we do not provide a separate opinion on these matters. Based on the circumstances and facts of the audit and Company, there are no key audit matters to be communicated in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under applicable laws and regulations.

Management's and Board of Directors Responsibilities for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The Board of Directors is also responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.



Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.



- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in

- (i) Planning the scope of our audit work and in evaluating the results of our work; and
- (ii) To evaluate the effect of any identified misstatements in the Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matters

- The Company has commenced healthcare services during the period under review from July 2024, for which the requisite registrations/license were under process, the requisite license/registration has been received dated 06/01/2025 under Drugs and Cosmetic Act, 1940 and as on 09/04/2025 under Gujarat Clinical Establishment (Registration and Regulation) Act, 2021.

Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 2) 2. As required by Section 143(3) of the Act, we report that:
 - A) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - B) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;



- C) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- D) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act;
- E) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;
- F) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"**.
- G) In our opinion, the managerial remuneration for the year ended 31st March, 2025 has been paid / provided by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act.
- H) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - a) The Company has disclosed the impact of pending litigations, if any, on its financial position in its financial statements. Refer Note No. 28 of the financial Statements.
 - b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - d)
 - i. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of



the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- ii. The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - iii. Based on such audit procedures that the auditor has considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.
- e) The company has not declared any dividend during the year under review.
- f) Based on our examination, which included test checks, the Company has migrated from the old accounting software to updated accounting software which has a feature of recording audit trail (edit log) facility for maintaining its books of account during the financial year ended 31st March 2025, for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For Mahesh Udhwani & Associates
Chartered Accountants
FRN :129738W

SD/-
Mahesh Udhwani



Annexure "A" to the independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of WARDWIZARD HEALTHCARE LIMITED of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we report that:

- I.
 - a) i) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.

ii) The Company has not capitalized any intangible assets in the books of the Company and accordingly, the requirement to report on clause 3(i)(a)(B) of the Order is not applicable to the Company.
 - b) The Company has carried out physical verification of Property, Plant and Equipment, and right-of-use assets, and has a program to cover all the assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c) Based on our examination of records available the company does not have any immovable properties disclosed in the financial statements except for a building taken on lease. The lease agreement for this building has been duly executed in favor of the Company.
 - d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
 - e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder
- II.
 - a) The inventories were physically verified during the year by the management at reasonable intervals. The coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies were noticed on physical verification between the physical stock and the book records that were 10% or more in the aggregate for each class of inventory.



- b) According to the information and explanation given to us, the Company does not have any working capital limits from banks or financial institutions during the year on the basis of security of current assets. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.
- III. During the year the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to or made any investments in any companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii) of the Order is not applicable to the Company.
- IV. The Company has complied with the provisions of sections 185 and 186 of the Act in respect of loans, investments, guarantees and security, as applicable.
- V. According to the information and explanations given to us, the Company has not accepted any deposit from the public during the year and hence the directives issued by Reserve Bank of India and provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under, are not applicable.
- VI. The maintenance of cost records for the Company under sub-section (1) of section 148 of the Companies Act, 2013 for any of the services rendered by the Company is not applicable to the Company for the year under consideration.
- VII. a. The company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employee's state insurance, income tax, goods and service tax and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2024 for a period of more than six months from the date they become payable except Professional Tax Amounting to Rs. 23,400/- were outstanding as at 31st March, 2025 for a period of more than six months from the date they become payable.
- b. As per the records maintained by the company and according to the information and explanation given to us, there is no disputed income tax or wealth tax or



goods and service tax or duty of customs or duty of excise or cess which have not been deposited on account of any dispute except as below:

Name of the Statute	Nature of the dues	Amount (Rs. In Lakhs)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax Demand	0.98	A.Y. 1985-86	A.O.
Income Tax Act, 1961	Income Tax Demand	1.57	A.Y. 2009-10	A.O.

- VIII. As per the information and explanation given to us, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- IX. a. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and government.
- b. According to the information and explanations given to us, the Company has not been declared wilful defaulter by any bank or financial institution or any other lender.
- c. The Company did not have any term loans outstanding during the year hence, the requirement to report on clause 3(ix)(c) of the Order is not applicable to the Company.
- d. On an overall examination of the financial statements of the Company, funds raised on short- term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- e. The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(e) and 3(ix)(f) of the Order is not applicable to the Company.
- X. a. According to the information and explanations given to us, the Company has not raised money through initial public offer or further public offer (including debt



instruments) and term loans and hence the provisions of paragraph 3(x) (a) of the Order are not applicable.

- b. The Company has not made any preferential allotment or private placement of shares / fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

XI a. During the course of our examination of the books of account and records of the Company, carried out in accordance with generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any incidence of fraud on or by the Company noticed or reported during the year, nor we have been informed of any such case by the management.

- b. During the year and upto the date of this report, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

- c. According to the information and explanations given to us, there are no whistle blower complaints received by the Company during the year.

XII The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a) to (c) of the Order is not applicable to the Company.

XIII According to the information and explanation given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with Section 177 and 188 of the Act, wherever applicable, details of such transactions are disclosed in the Financial Statements as required by the applicable accounting standards.

- XIV
- a. The Company has an internal audit system commensurate with the size and nature of its business.
 - b. The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.



- XV According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him. Hence the provisions of section 192 of Companies Act, 2013 are not applicable.
- XVI
- a. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi) (a) and (b) of the Order is not applicable to the Company.
 - b. The Company is not a Core Investment Company as defined in the regulation made by RBI and hence reporting under clause 3(xvi)(c) of the Order is not applicable
 - c. In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016 and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- XVII According to the information and explanations given to us, the Company has incurred cash losses amounting to Rs. 177.78 Lakhs in the current year and amounting to Rs. 31.05 Lakhs in the immediately preceding financial year respectively.
- XVIII There has been no resignation of the statutory auditors of the Company during the year.
- XIX On the basis of the financial ratios disclosed in to the financial statements, ageing and expected dates of realization of financial assets, and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.



- XX According to the information and explanations given to us and based on our examination of the financial statement of the company the provisions of Section 135 of the Act is not applicable to the Company and hence, the requirement to report on clause 3(xx)(a) and (b) of the Order is not applicable to the Company.
- XXI The reporting under clause 3(xxi) of the order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For Mahesh Udhwani & Associates

Chartered Accountants

FRN :129738W

SD/-

Mahesh Udhwani

Partner

M.N: - 047328

UDIN: 25047328BMHXXD4917

Place: Vadodara

Date: 27/05/2025



Annexure “B” to the Independent Auditor’s Report

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of WARDWIZARD HEALTHCARE LIMITED of even date) Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Mercantile Limited) (“the Company”) as of 31st March, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.



Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2025, based on the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by ICAI.

For Mahesh Udhwani & Associates
Chartered Accountants (FRN :129738W)

SD/-
Mahesh Udhwani (Partner)
M.N:- 047328
UDIN: 25047328BMHXXD4917
Place: Vadodara
Date : 27/05/2025

WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Mercantile Limited)

BALANCE SHEET AS AT 31st March, 2025

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated) (₹ in Lakhs)

Particulars	Note No.	As at 31st March, 2025	As at 31st March, 2024
		₹	₹
(A) ASSETS :			
(1) Non - current assets			
(a) Property Plant and Equipment	4	727.82	33.27
(b) Other Intangible Assets		-	-
(c) Capital work in progress		-	-
(d) Financial Assets			
(i) Other financial Assets	5	99.70	-
(e) Deferred tax assets (Net)	6	11.63	0.47
(f) Other non current assets		-	-
Total Non-current Assets		839.15	33.74
(2) Current Assets			
(a) Inventories	7	15.90	-
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade receivables	8	0.28	-
(iii) Cash and cash equivalents	9	2.76	1.86
(iv) Bank Balances other than (iii) above		-	-
(iv) Loans and advances		-	-
(v) Other financial Assets		-	-
(c) Current Tax Assets (Net)	10	-	1.76
(d) Other current assets	11	16.02	10.42
Total Current Assets		34.96	14.05
Total Assets		874.11	47.78
(A) EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	12	24.50	24.50
(b) Instrument entirely in equity nature		-	-
(c) Other Equity	13	(335.79)	(64.46)
Total Equity		(311.29)	(39.96)
Liabilities			
(1) Non - current liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	-	-
(ia) Lease Liability	14	697.54	32.11
(b) Provisions	15	4.69	-
(c) Deferred tax liabilities (Net)		-	-
(d) Other Non-current liabilities		-	-
Total Non-current Liabilities		702.23	32.11
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	274.82	45.14
(ia) Lease Liability	14	71.35	2.96
(ii) Trade payables	16		
(A) Dues of MSME Enterprise		58.13	2.45
(B) Dues of Other Than MSME Enterprise		47.30	2.07
(iii) Other financial Liabilities	17	1.50	

(b) Other Current liabilities	18	29.95	3.02
(c) Provisions	15	0.12	-
(d) Current Tax Liability (Net)		-	-
Total Current Liabilities		483.17	55.64
Total Equity and Liabilities		874.11	47.78

Material Accounting policies

Notes forming part of financial statements 1 to 32

The accompanying notes are an integral part of the financial statements.

In Accordance with our Report of even date

For MAHESH UDHWANI & ASSOCIATES

Chartered Accountants

Firm number: 129738W

For and on behalf of the Board
WARDWIZARD HEALTHCARE LIMITED
 (Formerly known as Ayoki Merchantile Ltd)
 CIN: L20237MH1985PLC034972

SD/-
Mahesh Udhwani
Partner

M.No. 047328
UDIN : 25047328BMHXXD4917
Date: 27.05.2025
Place: Vadodara

SD/-
GAURAV GUPTE
Managing Director

DIN: 06741475

SD/-
YATIN GUPTE
Non-executive Non-Independent Director
DIN :07261150

SD/-
MITTAL PATEL
Chief Financial Officer
EXRPP9052F

SD/-
DIKSHANT SINGH PANWAR
Company Secretary
BOSPP6934B

WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Mercantile Limited)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025
(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated) (₹ in Lakhs)

Particulars	Note No.	For the year ended on 31st March, 2025	For the year ended on 31st March, 2024
		₹	₹
INCOMES			
I. Revenue from Operations	19	41.70	11.10
II Other Income	20	0.16	0.36
III Total Income (I + II)		41.86	11.46
EXPENSES			
a Cost of materials consumed		-	-
b Purchase of Stock-in-Trade		25.34	-
c Changes in inventories of finished goods, Work in Progress and Stock in Trade	21	(15.90)	-
d Employee benefits expense	22	83.78	19.43
e Finance costs	23	55.14	2.55
f Depreciation and amortization expense	24	49.47	8.07
g Other expenses	25	126.52	23.08
Total Expenses		324.35	53.13
V Profit/(Loss) before exceptional and tax(III-IV)		(282.48)	(41.67)
VI Exceptional Items:Provision for Debtors W/off			
VII Profit before Tax (V-VI)		(282.48)	(41.67)
VIII Tax expense:	26		
(1) Current tax		-	-
(2) Deferred tax		(11.16)	(0.47)
(3) Earlier Period Tax Adjustment		-	3.66
IX Profit/(Loss) for the year (VII -VIII)		(271.33)	(44.86)
X Other Comprehensive Income		-	-
(i)		-	-
Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
XI Total Other Comprehensive Incomes for the period (XIII+XIV)		-	-
XII Profit (Loss) Total Comprehensive Income for the year (IX+XI)		(271.33)	(44.86)

XIII Earning per equity share: (1) Basic (2) Diluted	27	(110.75) (110.75)	(18.31) (18.31)
Material Accounting policies Notes forming part of financial statements 1 to 32			
The accompanying notes are an integral part of the financial statements.			
In Accordance with our Report of even date For MAHESH UDHWANI & ASSOCIATES Chartered Accountants Firm number: 129738W		For and on behalf of the Board WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Ltd) CIN: L20237MH1985PLC034972	
SD/- Mahesh Udhwani Partner M.No. 047328 UDIN : 25047328BMHXXD4917 Date: 27.05.2025 Place: Vadodara	SD/- GAURAV GUPTE Managing Director DIN: 06741475	SD/- YATIN GUPTE Non-executive Non-Independent Director DIN :07261150	
SD/- MITTAL PATEL Chief Financial Officer EXRPP9052F	SD/- DIKSHANT SINGH PANWAR Company Secretary BOSPP6934B		

WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Mercantile Limited)

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2025

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

(₹ in Lakhs)

Particulars	2024-25	2023-24
	₹	₹
Cash flows from operating activities		
Profit before taxation	(282.48)	(41.67)
Adjustments for:		
Depreciation and amortization expense	49.47	8.07
Interest Expense	55.14	2.55
Profit on sale of Fixed Assets		0.00
Operating Profit before Working Capital Changes	(177.88)	(31.05)
Adjustment for (Increase)/ decrease in Operating Assets :		
Inventory	(15.90)	-
Other Current Assets	(5.60)	(10.32)
Other Non-Current Financial Assets	(99.70)	-
Trade Receivable	(0.28)	-
Trade Payables- Current	100.92	3.96
Other Current Liabilities	26.92	3.02
Other financial Liabilities	1.50	(1.21)
Loans and Advances- Non Current	-	-
Provisions	4.81	-
	12.67	(4.54)
Income taxes paid	1.76	1.02
Net cash from operating activities	(163.45)	(36.61)
Cash flows from investing activities		
Purchase of property, plant and equipment Inc Intangible asset	(0.79)	-
Proceeds from sale of property, plant and equipment		-
Net cash from investing activities	(0.79)	-
Cash flows from financing activities		
Repayment of lease liability	(64.55)	(8.82)
Proceeds from long term borrowings	229.68	-
Proceeds from Short term borrowings	-	45.14
Interest on Lease Liabilities	-	-
Net cash from financing activities	165.13	36.32
Net increase/(decrease) in cash and cash equivalents	0.90	(0.29)
Cash and cash equivalents at beginning of reporting period	1.86	2.16
Cash and cash equivalents at end of reporting period	2.76	1.86
Cash & Cash equivalents:		
Cash and cash equivalents consist of cash on hand and balances with banks.		

Cash and cash equivalents included in the statement of cash flows comprise the following amounts in the balancesheet		
	2024-25	2023-24
Cash on hand and bank balances	2.76	1.86
Cash and cash equivalents as reported		
Cash and cash equivalents as restated	2.76	1.86
<p>Notes (1 to 32) forming part of financial statements</p> <p>The accompanying notes are an integral part of the financial statements.</p> <div> <div> <p>In Accordance with our Report of even date For MAHESH UDHWANI & ASSOCIATES Chartered Accountants Firm number: 129738W</p> </div> <div> <p>For and on behalf of the Board WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Merchantile Ltd) CIN: L20237MH1985PLC034972</p> </div> </div> <div> <div> <p>SD/- Mahesh Udhwani Partner M.No. 047328 UDIN : 25047328BMHXXD4917 Date: 27.05.2025 Place: Vadodara</p> </div> <div> <p>SD/- GAURAV GUPTE Managing Director DIN: 06741475</p> </div> <div> <p>SD/- YATIN GUPTE Non-executive Non-Independent Director DIN :07261150</p> </div> <div> <p>SD/- MITTAL PATEL Chief Financial Officer EXRPP9052F</p> </div> <div> <p>SD/- DIKSHANT SINGH PANWAR Company Secretary BOSPP6934B</p> </div> </div>		

WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Mercantile Limited)
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025

A Equity Share Capital

(1) Current Reporting Period

(₹ in Lakhs)

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
24.50	-	24.50	-	24.50

(2) Previous reporting period

(₹ in Lakhs)

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
24.50	-	24.50	-	24.50

B Other Equity

(1) Current reporting period

(₹ in Lakhs)

Particulars	Reserves and Surplus	Other items of Other Comprehensive Income (specify nature)	Total
	Retained Earnings		
Balance at the beginning of the current reporting period	-64.46	-	(64.46)
Changes in accounting policy/prior period errors		-	-
Restated balance at the beginning of the current reporting period	-64.46	-	(64.46)
Total Comprehensive Income for the current year	-271.33	-	(271.33)
Dividends	-	-	-
Transfer to retained earnings	-	-	-
Profit of the year	-	-	-
Amount Received	-	-	-
Transfer to Securities Premium	-	-	-
Transfer to Share Capital	-	-	-
Share Forfeited	-	-	-
Balance at the end of the current reporting period	-335.79	-	(335.79)

WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Mercantile Limited)
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025

(2) Previous reporting period

(₹ in Lakhs)

Particulars	Reserves and Surplus Retained Earnings	Other items of Other Comprehensive Income (specify nature)	Total
Balance at the beginning of the current reporting period	-19.60	-	(19.60)
Changes in accounting policy/prior period errors		-	-
Restated balance at the beginning of the current reporting period	-19.60	-	(19.60)
Total Comprehensive Income for the current year	-44.86	-	(44.86)
Dividends		-	-
Transfer to retained earnings		-	-
Profit of the year		-	-
Amount Received		-	-
Transfer to Securities Premium		-	-
Transfer to Share Capital		-	-
Share Forfeited		-	-
Balance at the end of the current reporting period	-64.46	-	(64.46)

In Accordance with our Report of even date
For **MAHESH UDHWANI & ASSOCIATES**
Chartered Accountants
Firm number: 129738W

For and on behalf of the Board
WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Merchantile Ltd)
CIN: L20237MH1985PLC034972

SD/-
Mahesh Udhwani
Partner
M.No. 047328
UDIN : 25047328BMHXXD4917
Date: 27.05.2025
Place: Vadodara

SD/-
GAURAV GUPTE
Managing Director
DIN: 06741475

SD/-
YATIN GUPTE
Non-executive Non-Independent
Director
DIN :07261150

SD/-
MITTAL PATEL
Chief Financial Officer
EXRPP9052F

SD/-
DIKSHANT SINGH PANWAR
Company Secretary
BOSPP6934B

WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Mercantile Limited)
NOTES TO FINANCIAL STATEMENTS

4 Property, Plant and equipment

(₹ in Lakhs)

	Office Equipment	ROU Tangible asset - Building	Total Tangible Assets
Balance as on 31st March, 2023	-	-	-
Additions	-	41.33	41.33
Disposals	-	-	-
Reclassification / Adjustments	-	-	-
Balance as on 31st March, 2024	-	41.33	41.33
Additions	0.79	743.23	744.02
Disposals	-	-	-
Reclassification / Adjustments	-	-	-
Balance as on 31st March, 2025	0.79	784.56	785.35
ACCUMALATED DEPRECIATION AND AMORTISATION			
Balance as on 31st March, 2023	-	-	-
Charge for the year	-	8.07	8.07
Disposals	-	-	-
Reclassification / Adjustments	-	-	-
Balance as on 31st March, 2024	-	8.07	8.07
Charge for the year	0.21	49.26	49.47
Disposals	-	-	-
Reclassification / Adjustments	-	-	-
Balance as on 31st March, 2025	0.21	57.32	57.53
NET CARRYING VALUE			
As At 31st March, 2023		-	-
As At 31st March, 2024	-	33.27	33.27
As At 31st March, 2025	0.58	727.24	727.82
NET CARRYING VALUE			
Property Plant and Equipment			727.24
Office Equipment			0.58
Total Rs.			727.82

WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Mercantile Limited)
NOTES TO FINANCIAL STATEMENTS

5 Non-Current Financial Asset

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
	₹	₹
Deposit	99.70	-
Total Non- Current Financial Asset	99.70	-

6 Deferred Tax (Net) and Movement of Deferred Tax Asset/liabilities

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
	₹	₹
Defererd Tax Asset on at beginning of year	0.47	-
Add: Deferred Tax Asset created during the Year	11.16	0.47
		-
Defered Tax Assets	11.63	0.47
Net Defered Tax Assets	11.63	0.47

WARDWIZARD HEALTHCARE LIMITED
(Previously known as Ayoki Mercantile Limited)
NOTES TO FINANCIAL STATEMENTS

7. Inventories

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
	₹	₹
- Raw Materials	-	-
- Work - in - Progress	-	-
- Finished Goods	-	-
- Trading Goods	15.90	-
Total	15.90	-

8. Trade Receivable

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
	₹	₹
Non-current Receivables		
- Trade Receivables considered good – Secured	-	-
- Trade Receivables considered good – UnSecured	-	-
- Trade Receivables which have significant increase in Credit Risk	-	-
- Trade Receivables – credit impaired	-	-
Total	-	-
Current Receivables		
- Trade Receivables considered good – Secured	-	-
- Trade Receivables considered good – UnSecured	0.28	-
- Trade Receivables which have significant increase in Credit Risk	-	-
- Trade Receivables – credit impaired	-	-
Total	0.28	-

Notes:

Trade receivables are subject to confirmation and reconciliation. Management believes that any discrepancies, if any exist, will be immaterial.

No Unbilled Trade receivables at the year ended 31.03.2025

Trade Receivables ageing schedule As at March 31, 2025

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less Than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More Than 3 Years	Total
Undisputed Trade receivables –considered good	-	0.28	-	-	-	-	0.28
Undisputed Trade Receivables –which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables –credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-

Trade Receivables ageing schedule- Not Applicable as there were no trade receivable as at March 31, 2024.

WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Mercantile Limited)

NOTES TO FINANCIAL STATEMENTS

9 Cash and Cash Equivalents

(₹ in Lakhs)

Particulars	As at 31.03.2025 ₹	As at 31.03.2024 ₹
Cash and Cash Equivalents		
- Cash on hand	0.34	-
Balance with Banks		
- Axis Bank	1.27	1.30
- HDFC Bank	1.14	0.57
Total	2.76	1.86

10 Current Tax Assets /Liabilites(Net)

(₹ in Lakhs)

Particulars	As at 31.03.2025 ₹	As at 31.03.2024 ₹
<u>Current Tax Assets /Liabilites(Net)</u>		
Current		
Advance Tax/ Tax Deducted at source	-	1.76
Less: Current Tax Liabilities		
Provision for taxes	-	-
Total	-	1.76

11 Other Current Assets

Particulars	As at 31.03.2025 ₹	As at 31.03.2024 ₹
Deposit	-	4.00
Balance with Statutory Authorities	14.81	1.38
Advances to Suppliers	1.21	5.04
Total	16.02	10.42

WARDWIZARD HEALTHCARE LIMITED
(Previously known as Ayoki Mercantile Limited)
NOTES TO FINANCIAL STATEMENTS

12 Equity Share Capital

(₹ in Lakhs)

Particulars	As at 31.03.2025		As at 31.03.2024	
	Number	AMOUNT (₹)	Number	AMOUNT (₹)
Authorized: 75,00,000 Equity shares of Rs.10 /- each	7500000	750.00	7500000	750.00
	7500000	750.00	7500750	750.00

Particulars	As at 31.03.2025		As at 31.03.2024	
	Number	AMOUNT (₹)	Number	AMOUNT (₹)
Issued Share Capital: 2,45,000 Equity shares of Rs.10 /- each	245,000	24.50	245,000	24.50
Subscribed Share Capital: 2,45,000 Equity shares of Rs.10 /- each	245,000	24.50	245,000	24.50
Paid up Share Capital: 2,45,000 Equity shares of Rs.10/- each fully Paid	245,000	24.50	245,000	24.50
Reconciliation of Equity Shares Outstanding at the begining and at the end of the reporting year				
At the beginning of the reporting period	245,000	24.50	245,000	24.50
- Issued during the reporting period	-	-	-	-
- Forfeited back during the reporting period	-	-	-	-
At the close of the reporting period	245,000	24.50	245,000	24.50
Total	245,000	24.50	245,000	24.50

Other Information						
Particulars of equity share holders holding more than 5% of the total number of equity						
Sr. No.	Particulars	As at 31.03.2025		As at 31.03.2024		% Change during the year
		Nos	Shareholding as a % of total no.of shares	Nos	Shareholding as a % of total no.of shares	
1	Yatin Sanjay Gupte	90750	37.04%	90750	37.04%	0.00%
2	Sheetal Mandar Bhalerao	34760	14.19%	34760	14.19%	0.00%
3	Wardwizard Solutions India Private Limited	28058	11.45%	28058	11.45%	0.00%
4	Wardwizard Medicare Private Limited	27932	11.40%	27932	11.40%	0.00%
5	Shiva Dubey	13112	5.35%	-	-	100.00%
Disclosure of shares held by promoters as at March 31, 2025 is as						
Sr.no	Promoter name	As at 31.03.2025		As at 31.03.2024		% Change during the year
		No. of Shares	%of total shares	No. of Shares	%of total shares	
1	Yatin Sanjay Gupte	90,750	37.04%	90,750	37.04%	0.00%
2	Sheetal Mandar Bhalerao	34,760	14.19%	34,760	14.19%	0.00%
3	Wardwizard Solutions India Private Limited	28,058	11.45%	28,058	11.45%	0.00%
4	Wardwizard Medicare Private Limited	27,935	11.40%	27,932	11.40%	0.00%
TOTAL		181,503	74.08%	181,500	74.08%	
Disclosure of shares held by promoters as at March 31, 2024 is as						
Sr.no	Promoter name	As at 31.03.2024		As at 31.03.2023		% Change during the year
		No. of Shares	%of total shares	No. of Shares	%of total shares	
1	Yatin Sanjay Gupte	90,750	37.04%	-	-	37.04%
2	Sheetal Mandar Bhalerao	34,760	14.19%	-	-	14.19%
3	Wardwizard Solutions India Private Limited	28,058	11.45%	-	-	11.45%
4	Wardwizard Medicare Private Limited	27,932	11.40%	-	-	11.40%
5	Abira Majmudar	34,500	14.08%	34,500	14.08%	-14.08%
TOTAL		216,000		34,500	14.08%	

WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Mercantile Limited)
NOTES TO FINANCIAL STATEMENTS

13 .Other Equity

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
	AMOUNT (₹)	AMOUNT (₹)
<u>Other Equity</u>		
Reserves and Surplus		
General Reserve	-	-
Retained earnings	(335.79)	(64.46)
Total	(335.79)	(64.46)

(₹ in Lakhs)

	Particulars	For the year ended March 31,2025	For the year ended March 31,2024
		(₹)	(₹)
A. General Reserve			
General reserve at the beginning and end of the year		-	-
Closing Balance		-	-
B Retained earnings			
Opening balance		(64.46)	(19.60)
Add: Profit for the year		(271.33)	(44.86)
Other Comprehensive income arising from remeasurement of defined benefit obligation net of income tax		-	-
Balance at the end of the year		(335.79)	(64.46)

WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Mercantile Limited)

NOTES TO FINANCIAL STATEMENTS

14 Financial Liabilities

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Non - current		
(i) Borrowings	-	-
(ia) Lease Liability		
- Building Lease liability	697.54	32.11
Total	697.54	32.11
Current		
(i) Borrowings	274.82	45.14
(For Related Party Amount, Refere Note No. 31)		
(ia) Lease Liability		
- Building Lease liability	71.35	2.96
Total	346.17	48.10

Leases as lessee

(i) The Movement in Lease liabilities during the year

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Opening Balance	35.07	-
Additions during the Year	743.23	41.33
Finance costs incurred during the year	55.14	2.55
Payments of Lease Liabilities	64.55	8.82
Closing Balance	768.88	35.07

(iii) Amount Recognised in Statement of Profit & Loss Account during the Year

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
(i) Expenses related to Short Term Lease & Low Asset Value Lease	-	-
(ii) interest	55.14	2.55
(iii) depreciation	49.26	8.07
Total Expenses	104.40	10.62

(iv) Amounts recognised in statement of cash flows

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Total Cash outflow for Leases	64.55	8.82

(v) Maturity analysis of lease liabilities

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Maturity Analysis of contractual undiscounted cash flows		
Less than One year	13.81	10.99
one to three years	38.68	24.07
more than three years	716.39	
Total undiscounted Lease Liability	768.88	35.07
Balances of Lease Liabilities		
Non Current Lease Liability	697.54	32.11
Current Lease Liability	71.35	2.96
Total Lease Liability	768.88	35.07

WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Mercantile Limited)
NOTES TO FINANCIAL STATEMENTS

15 Provisions

(₹ in Lakhs)

Particulars	As at 31.03.2025 (₹)	As at 31.03.2024 (₹)
Non - current		
-Gratuity	2.82	-
-Leave Encashment	1.87	-
Total Non - current	4.69	
Current		
-Gratuity	0.05	-
-Leave Encashment	0.07	-
Total- Current	0.12	-

WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Mercantile Limited)
NOTES TO FINANCIAL STATEMENTS

16 Trade Payables

(₹ in Lakhs)

Particulars	As at 31.03.2025 ₹	As at 31.03.2024 ₹
Non - current		
Total outstanding dues to Micro and Small Enterprise Creditors	-	-
Total outstanding dues to Other Creditors (except referred above)	-	-
Total- Non-Current	-	-
Current		
Total outstanding dues to Micro and Small Enterprise Creditors	58.13	2.45
Total outstanding dues to Other Creditors (except referred above)	47.30	2.07
Total - Current	105.43	4.51

Notes

**Includes payable to related parties-refer note No 31*

Disclosure in respect of the amounts payable to Micro and Small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006 has been made in the financial statements based on information received and available with the Company For the year ended March 31, 2025

			(₹ in Lakhs)					
Particulars			As at 31.03.2025 (₹)	As at 31.03.2024 (₹)				
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting period								
-Principal			58.13	2.45				
-Interest on above Principal								
The amount of interest paid by the buyer as per the Micro Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006)				-				
The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting year				-				
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006				-				
The amount of interest accrued for unpaid principal at the end of each accounting year				-				
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006				-				
Trade Payables ageing schedule								
As at March 31, 2025								
(₹ in Lakhs)								
	Particulars		Outstanding for following periods from due date of payment					Total (₹)
			Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)	MSME		-	57.46	0.68	-	-	58.13
(ii)	Others		-	47.30	-	-	-	47.30
(iii)	Disputed dues – MSME		-	-	-	-	-	-
(iv)	Disputed dues - Others		-	-	-	-	-	-
As at March 31, 2024								
(₹ in Lakhs)								
	Particulars		Outstanding for following periods from due date of payment					Total (₹)
			Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)	MSME		-	2.45	-	-	-	2.45
(ii)	Others		-	2.07	-	-	-	2.07
(iii)	Disputed dues – MSME		-	-	-	-	-	-
(iv)	Disputed dues - Others		-	-	-	-	-	-

WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Mercantile Limited)
NOTES TO FINANCIAL STATEMENTS

17 Other Financial Liabilities

(₹ in Lakhs)

Particulars	As at 31.03.2025 (₹)	As at 31.03.2024 (₹)
Current - Other Current Financial Liabilities (For Related Party Amount, Refere Note No. 31)	1.50	-
Total- Current	1.50	-

18 Other Current Liabilites

(₹ in Lakhs)

Particulars	As at 31.03.2025 (₹)	As at 31.03.2024 (₹)
Current Advance from Customers	-	0.16
Statutory Dues	19.86	0.81
Employee Salary	10.09	2.05
Total Current	29.95	3.02

WARDWIZARD HEALTHCARE LIMITED
(Formerly known as Ayoki Mercantile Limited)

NOTES TO FINANCIAL STATEMENTS

19 Revenue from operations:

(₹ in Lakhs)

Particulars	For the year ended on 31st March, 2025	For the year ended on 31st March, 2024
	(₹)	(₹)
a) Sale of products		
Sale of products	11.93	-
Sale of Services	29.77	11.1
Total	41.70	11.10

20 Other Income:

(₹ in Lakhs)

Particulars	For the year ended on 31st March, 2025	For the year ended on 31st March, 2024
	(₹)	(₹)
- Miscellaneous Income	0.16	0.36
Total	0.16	0.36

21 Changes in inventories of finished goods, Work in Progress and Stock in Trade

(₹ in Lakhs)

Particulars	For the year ended on 31st March, 2025	For the year ended on 31st March, 2024
	(₹)	(₹)
- Stocks at the end of the year	(15.90)	-
Total	(15.90)	
Less:		
- Stocks at the beginning of the year	-	
Total	-	
		-
Total	(15.90)	-

22 Employee Benefit Expenses:

(₹ in Lakhs)

Particulars	For the year ended on 31st March, 2025	For the year ended on 31st March, 2024
	(₹)	(₹)
- Salaries and Wages, Allowances	61.48	19.41
- Director Remuneration	12.00	-
- Provident Fund Contribution	5.23	-
- Gratuity	2.87	-
- Leave Encashment	1.94	-
- PF Charges	0.26	-
- Staff welfare expenses	-	0.02
Total	83.78	19.43

23 Depreciation and amortization:

(₹ in Lakhs)

Particulars	For the year ended on 31st March, 2025	For the year ended on 31st March, 2024
	(₹)	(₹)
- Depreciation and amortization	49.47	8.07
Total	49.47	8.07

24 Finance Cost

(₹ in Lakhs)

Particulars	For the year ended on 31st March, 2025	For the year ended on 31st March, 2024
	(₹)	(₹)
- Interest on lease liability	55.14	2.55
Total	55.14	2.55

WARDWIZARD HEALTHCARE LIMITED
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NOTES TO FINANCIAL STATEMENTS

25 Other expenses:

(₹ in Lakhs)

Particulars	For the year ended on 31st March, 2025	For the year ended on 31st March, 2024
	(₹)	(₹)
1 Advertising Expense	2.14	1.56
2 Audit Fees	3.10	1.80
3 Bank Charges	0.11	0.03
4 ROC Fees	6.97	3.52
5 Legal & Professional Fees	8.72	11.05
6 Directors Sitting Fees	4.00	2.75
7 Office Expense	3.38	0.12
8 Rent	1.20	0.80
9 Postage & Courier Charges	1.47	0.32
10 Power & Fuel Charges	6.07	-
11 Consultancy Charges	64.03	-
12 Hospital General Exp	12.53	-
13 Repaire & Maintenance Exp	10.64	-
14 Rate/Fees/Taxes/Interest	2.16	1.12
Total	126.52	23.08

25.1 Auditor's Fees

(₹ in Lakhs)

Particulars	For the year ended on 31st March, 2025	For the year ended on 31st March, 2024
	(₹)	(₹)
- Statutory Audit Fees	1.50	1.00
- For Other Services (For LRR)	1.60	0.80
Total	3.10	1.80

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NOTES TO FINANCIAL STATEMENTS

26: Taxation

(₹ in Lakhs)

The key components of income tax expense for the year ended 31 March 2025 and 31 March 2024 are:

A Statement of Profit and Loss:			
	Particulars	As at 31.03.2025	As at 31.03.2024
(i)	Profit and Loss section		
	a) Current tax	-	-
	In respect of current year		
	Total	-	-
	b) Deferred tax		
	In respect of current year	(11.16)	(0.47)
	Total	(11.16)	(0.47)
	Income tax expense reported in the Statement of Profit and Loss	(11.16)	(0.47)
(ii)	Other Comprehensive Income (OCI) section		
	Income tax related to items recognised in OCI during the year:	-	-
	a) Re-measurement of gain/ Loss on gratuity Plan	-	-
	Income tax charged to OCI	-	-
	Total	(11.16)	(0.47)
B	Reconciliation of tax expense between accounting profit at applicable tax rate and effective tax rate:		
	Accounting profit before tax	(282.48)	(41.67)
	Statutory income tax rate	26.00%	26.00%
	Tax expense at statutory income tax rate	(73.45)	(10.83)
	Non Deductible Expenses for Tax Purpose	0.00	0.00
	Taxes of Earlier Year	0	3.66
	Loss on which DTA is not Created	62.29	10.37
	Income tax expense at effective tax rate reported in the Statement of Profit and Loss	(11.16)	3.20

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27 Earnings per share:

Particulars	As at 31.03.2025	As at 31.03.2024
	(₹)	(₹)
Profit After Tax item:		
Profit for the year after tax expense	(271.33)	(44.86)
	(271.33)	(44.86)
Weighted average number of equity shares	2.45	2.45
Weighted average number of equity shares For diluted shares	2.45	2.45
Basic Earning per share	(110.75)	(18.31)
Diluted Earning per share	(110.75)	(18.31)
Nominal Value per Share	10	10

All amounts are in lakhs, except for Basic Earnings per Share, Diluted Earnings per Share, and Face Value per Share.

28 Contingent Liabilities

Particulars	As at 31.03.2025	As at 31.03.2024
	(₹)	(₹)
Claims against the company not acknowledged as liabilities in respect of		
Income Tax Matters	2.56	4.46
Total- Contingent Liabilities	2.56	4.46

WARDWIZARD HEALTHCARE LIMITED (Formerly known as Ayoki Mercantile Limited) NOTES TO FINANCIAL STATEMENTS			
29: Employee benefits in respect of Gratuity			
(₹ in Lakhs)			
Present Value of Benefit Obligations - Changes over the valuation Period			
A	Statement of Profit and Loss:		
	Particulars	As at 31.03.2025	As at 31.03.2024
	Present Value of Benefit Obligation on 01.04.2024	-	-
	Current Service Cost	2.87	-
	Interest Cost	-	-
	Benefits Paid	-	-
	Actuarial losses (gains) arising form change in financial assumptions	-	-
	Actuarial losses (gains) arising form change in demographic assumptions	-	-
	Actuarial losses (gains) arising form experience adjustments	-	-
	Present Value of Benefit Obligation on 31.03.2025	2.87	-
	Bifurcation of Present Value of Benefit Obligation		
	Current - Amount due within one year	0.05	-
	Non-Current - Amount due after one year	2.82	-
	Total	2.87	-
	Expected Benefit Payment in Future Years		
	Year 1	0.05	-
	Year 2	0.11	-
	Year 3	0.11	-
	Year 4	0.10	-
	Year 5	0.10	-
	Year 6 To 10	0.36	-
	Sensitivity Analysis - Effects of Key Assumptions on Defined Benefit Obligation		
	Discount Rate - 1 percent increase	2.47	-
	Discount Rate - 1 percent decrease	3.39	-
	Salary Escalation Rate - 1 percent increase	3.39	-
	Salary Escalation Rate - 1 percent decrease	2.46	-
	Withdrawal Rate - 1 percent increase	2.92	-
	Withdrawal Rate - 1 percent decrease	2.83	-
	Change in Fair Value of Plan Assets		
	Fair Value of Plan Assets on 1-4-2024	-	-
	Expected Return on Plan Assets	-	-
	Company Contributions	-	-
	Benefits paid	-	-
	Actuarial gains / (losses)	-	-
	Fair Value of Plan Assets on 31-3-2025	-	-
	Asset Category of Plan Assets		
	Government of India Securities	-	-
	High quality corporate bonds	-	-
	Equity shares of listed companies	-	-
	Property	-	-
	Funds managed by Insurance Company	-	-
	Cash / Bank Balance	-	-
	Balance Sheet - Amount to be recognised		
	Present Value of Benefit Obligation on 31-3-2025	2.87	-
	Fair Value of Plan Assets on 31-3-2025	-	-
	Net Liability / (Asset) recognised in Balance Sheet	2.87	-
	Profit and Loss Statement		
	Current Service cost	2.87	-
	Net interest on net Defined Liability / (Asset)	-	-
	Expenses recognised in Statement of Profit and Loss	2.87	-
	Other Comprehensive Income		
	Actuarial (Gains) / Losses on Liability	-	-
	Return on Plan Assets excluding amount included in 'Net interest on net	-	-
	Defined Liability / (Asset)' above	-	-
	Total	-	-

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NOTES TO FINANCIAL STATEMENTS

30: Financial Risk Management Objectives and Policies

The Company's principal financial liabilities comprise of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support Company's operations. The Company's principal financial assets include inventory, trade and other receivables and cash and cash equivalents that derive directly from its operations. The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below.

a) Market risk

Market risk is the risk that changes with market prices-such as foreign exchange rates and income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

b) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess impairment loss or gain. The Company uses a matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available external and internal credit risk factors and Company's historical experience for customers.

(i) The company has not made any provision on expected credit loss on trade receivables and other financials assets, based on the management estimates.

(ii) Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks and financial institutions with high credit ratings assigned by domestic credit rating agencies.

c) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from the operations. The Company's borrowings include amounts that are contractually repayable on demand. These borrowings are, however, from related parties with whom the Company has established and continued long-standing business and financial relationships. While the on-demand terms indicate the existence of a potential liquidity risk, the management believes that the likelihood of immediate recall is low. Accordingly, the liquidity risk arising from such borrowings is considered to be limited.

Particulars	On Demand	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Year ended March 31, 2025						
Borrowings	274.82					
Trade Payables	-	104.76	0.68	-	-	105.43

WARDWIZARD HEALTHCARE LIMITED
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NOTES TO FINANCIAL STATEMENTS

31. Related Party Disclosure:

List of related parties:

Name	Relation
Yatin Sanjay Gupte	Promoter & Director Appointed on 11/08/2023
Sheetal Mandar Bhalerao	Promoter & Director Appointed on 11/08/2023
Kamal Ashwinbhai Lalani	Director Appointed on 11/08/2023
Dharmendra Ramabhai Bhaliya	Director resigned on 11/04/2025
Mansi Jayendra Bhatt	Director Appointed on 11/08/2023
Kamal Ashwinbhai Lalani	Director Resigned on 08/02/2024
Mitesh Ghanshyambhai Rana	Director Appointed on 29/02/2024
Paresh Prakashbhai Thakkar	Director Appointed on 29/02/2024
Wardwizard Solutions India Pvt Ltd	Promoter company (Promoter from 11/08/2023)
Wardwizard Medicare Private Limited	Promoter company (Promoter from 11/08/2023)
Mittal Patel	Chief Financial Officer (Appointed w.e.f. 11/08/2023)
Dharmeshkumar Ashwinbhai Chauhan	Company Secretary Resigned on 15/02/2025
Dikshant Singh Panwar	Company Secretary Appointed on 12/05/2025
Gaurav Jayant Gupte	Managing Director Appointed on 11/08/2023

WARDWIZARD HEALTHCARE LIMITED
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NOTES TO FINANCIAL STATEMENTS

The related party balances and transactions for the year ended March 31, 2025, March 31, 2024 are summarized as follows:

Particular	Related Party	(₹ in Lakhs)	
		For the Year Ended March 31, 2025 (₹)	For the Year Ended March 31, 2024 (₹)
<u>Borrowing received:</u>			
Yatin Sanjay Gupte	Promoter	21.40	45.14
Wardwizard Medicare Private Limited	Promoter of The Company	210.28	-
<u>Borrowing repaid</u>			
Wardwizard Medicare Private Limited	Promoter of The Company	2.00	-
<u>Director Remuneration</u>			
Joydeep Mazumder	Managing Director	-	2.16
Gaurav Jayant Gupte	Managing Director	12.00	7.68
<u>Salary</u>			
Mittal Patel	Chief Financial Officer	6.11	3.55
Partha Saha	Chief Financial Officer	-	0.91
G.L.Kundu	Company Secretary	-	0.60
Dharmeshkumar Ashwinbhai Chauhan	Company Secretary	6.85	4.49
<u>Loans & Advances Given</u>			
Wardwizard Medicare Private Limited	Promoter of The Company	-	10.00
<u>Loans & Advances Received</u>			
Wardwizard Medicare Private Limited	Promoter of The Company	1.50	-
<u>Purchase of Goods or Services</u>			
Wardwizard Medicare Private Limited	Promoter of The Company	22.54	0.80
Particular	Related Party	AS at March 31, 2025	AS at March 31, 2024
<u>Closing Balance of Related Parties:</u>			
<u>Borrowings</u>			
Yatin Sanjay Gupte	Promoter	66.54	45.14
Wardwizard Medicare Private Limited	Promoter of The Company	208.28	-
<u>Director Remuneration Payable</u>			
Joydeep Mazumder	Managing Director	0.00	-
Gaurav Jayant Gupte	Managing Director	4.11	0.93
<u>Salary Payable</u>			
Mittal Patel	Chief Financial Officer	1.10	0.47
Partha Saha	Chief Financial Officer	0.00	0.00
G.L.Kundu	Company Secretary	0.00	0.00
Dharmeshkumar Ashwinbhai Chauhan	Company Secretary	0.31	0.65
<u>Loans & Advances Given</u>			
Wardwizard Medicare Private Limited	Promoter of The Company	0.00	5.04
<u>Loans & Advances Received</u>			
Wardwizard Medicare Private Limited	Promoter of The Company	1.50	0.00
<u>Trade Payables</u>			
Wardwizard Medicare Private Limited	Promoter of The Company	20.48	0.35

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NOTES TO FINANCIAL STATEMENTS

32. Additional Regulatory Information as per the Requirement of Schedule III

A. Analytical Ratios

Particulars	As at 31.03.2025 (₹)	As at 31.03.2024 (₹)	% Variance	Reason for Variance
1)Current Ratio : Current Assets Current Liabilities	0.07	0.25	71.34%	Increase in Current Liabilities
2)Debt – Equity Ratio: Total Debt Shareholder's Equity	-3.35	-2.01	-67.06%	Increase in Debt
3)Debt Service Coverage Ratio: Earnings available for debt service Debt Service	-0.16	-0.38	56.85%	Increase in Debt
4)Return on Equity (ROE) : Net Profits after taxes Average Shareholder's Equity	NA*	NA*	NA	NA
5)Trade receivables turnover ratio : Net Credit Sales Avg. Accounts Receivable	2.00	NA**	100.00%	NA
6)Trade payables turnover ratio: Net Credit Purchases Average Trade Payables	0.46	NA**	100.00%	NA
7)Net capital turnover ratio: Net Sales Average Working Capital	-0.17	-0.61	71.86%	Increase in Net Sales
8)Net profit ratio Net Profit Net Sales	-650.69%	-404.18%	-60.99%	Decrease in Net Profit
9)Return on capital employed (ROCE) Earning before interest and taxes Capital Employed	-31.54%	-98.34%	67.93%	Due to increase in capital employed
10)Return on Investments Income /Gain on investments Average Investments	NA***	NA***	NA	NA

* NA- Not applicable as the Net-worth is negative as on March 31, 2025 and March 31, 2024

** NA- Not applicable as the trade receivables and Credit Sales are NIL as on March 31, 2024

*** NA- Not applicable as there is no Investment as on March 31, 2025 and as on March 31, 2024