

Wednesday, October 18, 2023

To,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001,
Maharashtra, India

Respected Sir/ Ma'am,

Subject : Open offer made by Yatin Sanjay Gupte, Sheetal Mandar Bhalerao, M/s. Wardwizard Solutions India Private Limited and M/s. Wardwizard Medicare Private Limited for acquisition of up to 1,47,000 (One Lakh Forty-Seven Thousand) Equity Shares, representing 60.00% (Sixty Percent) of the Voting Share Capital of Ayoki Merchantile Limited, at an offer price of Rs.10.00/- (Rupees Ten Only) per Equity Share, to the Public Shareholders of the Target Company.

We would like to inform you that, Yatin Sanjay Gupte ('Acquirer 1'), Sheetal Mandar Bhalerao ('Acquirer 2'), M/s. Wardwizard Solutions India Private Limited ('Acquirer 3') and M/s. Wardwizard Medicare Private Limited ('Acquirer 4') (hereinafter collectively referred to as 'Acquirers') have entered into a Share Purchase Agreement dated Thursday, May 17, 2023, with Abira Majumder ('Selling Promoter Shareholder') the present Promoter and member of the promoter group of the Target Company (hereinafter referred to as the 'Selling Promoter Shareholder'), for acquisition of 34,500 (Thirty-Four Thousand Five Hundred) Equity Shares, representing 14.08% (Fourteen Point Zero Eight Percent) of the Voting Share Capital of Ayoki Merchantile Limited at a negotiated price of Rs.10.00/- (Rupees Ten Only) per Sale Share, aggregating to an amount of Rs.3,45,000.00/- (Rupees Three Lakhs Forty-Five Thousand Only) ('Share Purchase Agreement').

In culmination of the aforesaid facts, we would like to inform you that, in accordance with the provisions of Regulation 12 (1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, including subsequent amendments thereto ('SEBI (SAST) Regulations'), we Swaraj Shares and Securities Private Limited, have been appointed as the Manager to the Offer ('Manager'), and pursuant to the execution of the Agreements, the Acquirers have announced an open offer in compliance with the provisions of Regulations 3(1) and 4 and such other applicable regulations of the SEBI (SAST) Regulations for acquisition of up to 1,47,000 (One Lakh Forty-Seven Thousand) Equity Shares, representing 60.00% (Sixty Percent) of the Voting Share Capital of Ayoki Merchantile Limited, at an offer price of Rs.10.00/- (Rupees Ten Only) per Equity Share, to the Public Shareholders of the Target Company, determined in accordance with the parameters prescribed under Regulations 8 (1) and 8 (2) of the SEBI (SAST) Regulation

In light of the above and in accordance with the provisions of Regulations 18(12) of the SEBI (SAST) Regulations, the Post Offer Advertisement for the aforesaid Offer has been published today, i.e., Wednesday, October 18, 2023 in Financial Express (English daily) (All Editions), Jansatta (Hindi daily) (All Editions) and Mumbai Lakshadeep (Marathi Daily) (Mumbai Edition) ('Newspaper') ('Post-Offer Public Announcement') and the same has been enclosed herewith for your kind perusal.

Terms not defined herein shall have the meaning ascribed to them under the ('Post-Offer Public Announcement').



Swaraj Shares and Securities Private Limited



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www.swarajshares.com

Registered Office - 21 Hemant Basu Sarani, 5th Floor, Room No 507, Kolkata - 700001, West Bengal, India

Branch Office - Unit 304, A Wing, 215 Atrium, Near Courtyard Marriot, Andheri Kurla Road, Andheri East, Mumbai - 400093,
Maharashtra, India


Incase you require any further information, please feel free to contact any of the following persons of Swaraj Shares and Securities Private Limited:

Contact Person	Telephone	E-mail
Mr. Tanmoy Banerjee	+91-22- 69649974/ 9874283532	compliance@swarajshares.com / tanmoy@swarajshares.com
Ms. Pankita Patel	+91-22-69649973/ 80973 67132	compliance@swarajshares.com / pankita@swarajshares.com

We hope your good self will find the above in order and request you to kindly upload the **Post Offer Advertisement** on your website at the earliest.



Thanking you,
Yours faithfully,

For Swaraj Shares and Securities Private Limited



Pankita Patel
(Director)

Encl.: As above

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Maharashtra, India

POST-OFFER PUBLIC ANNOUNCEMENT TO THE PUBLIC SHAREHOLDERS OF				
AYOKI MERCHANTILE LIMITED				
Corporate Identification Number: L17120MH1985PLC034972;				
Registered Office: Laxmi Commercial Centre, Room No. 405, 4 th Floor Senapati Bapat Marg, Dadar (West), Mumbai-400028, Maharashtra, India;				
Corporate Office: 11, Windward Business Park, Opp. Asdicura Hospital, Jetalpura Road, Vadodra, Gujarat – 390007, India;				
Contact Number: +91-22-22816379 / +91-6359158625; Website: www.ayokimerchantile.com; Email ID: ayoki1985@gmail.com				
<p>Open Offer for acquisition of up to 1,47,000 (One Lakh Forty-Seven Thousand) Equity Shares representing 60.00% (Sixty Percent) of the Voting Share Capital of Ayoki Merchantile Limited at an offer price of Rs.10.00/- (Rupees Ten Only) per Equity Share, payable in cash, to the Public Shareholders of the Target Company, by Yatin Sanjay Gupte (Acquirer 1), Sheetal Mandar Bhalerao (Acquirer 2), Wardwizard Solutions India Private Limited (Acquirer 3), and Wardwizard Medicare Private Limited (Acquirer 4) (hereinafter collectively referred to as 'Acquirers') pursuant to and in compliance with the provisions of SEBI (SAST) Regulations.</p> <p>This Post-Offer Public Announcement is being issued by Swaraj Shares and Securities Private Limited, the Manager to the Offer (Manager), on behalf of the Acquirer, in connection with the Offer made by the Acquirer to the Public Shareholders of the Target Company, pursuant to and in compliance with the provisions of Regulation 18 (12) and other applicable provisions under the SEBI (SAST) Regulations (Post-Offer Public Announcement). This Post-Offer Public Announcement should be read in continuation of, and in conjunction with the: a) Public Announcement dated Thursday, May 18, 2023 (Public Announcement), (b) Detailed Public Statement dated Wednesday, May 24, 2023, in connection with this Offer, published on behalf of the Acquirer on Thursday, May 25, 2023, in Financial Express (English) (All Editions), Jansatta (Hindi) (All Editions), and Mumbai Lakshadweep (Marathi) (Mumbai Edition) (Newspapers) (Detailed Public Statement), (c) Draft Letter of Offer dated Wednesday, May 31, 2023 (Draft Letter of Offer), (d) Letter of Offer dated Saturday, September 09, 2023, along with the Form of Acceptance-cum-Acknowledgement (Letter of Offer), (e) Recommendations of the Independent Directors of the Target Company which were approved on Thursday, September 14, 2023, and published in the Newspapers on Friday, September 15, 2023 (Recommendations of the Independent Directors of the Target Company), and (f) Pre-Offer Public Announcement which was approved on Friday, September 15, 2023, and published in the Newspapers on Monday, September 18, 2023 (Pre-Offer Public Announcement).</p>				
1. Name of the Target Company	Ayoki Merchantile Limited, incorporated on January 03, 1985, under the provisions of Indian Companies Act 2016, bearing Corporate Identification Number L17120MH1985PLC034972, having its registered office located at Laxmi Commercial Centre, Room No. 405, 4 th Floor Senapati Bapat Marg, Dadar (West) Mumbai-400028, Maharashtra, India			
2. Name of the Acquirer and P&Gs	<p>Yatin Sanjay Gupte, s/o Sanjay Mahadeo Gupte, aged 45 years, is an Indian resident, bearing Permanent Account Number AHR323338 under the Income Tax Act, 1961 resident at 12/a, Suramya Bungalows, Raipura Road, Bhayal Gaon, Behind Lalpura Farm, Bhayal, Vadodra – 391410, Gujarat, India, with contact number being +91-9586055500 / +91-9974155500, E-mail address being 'yatin@wanwizard.in, yatingupte_2000@yahoo.co.in' and director identification number bearing '07261150', Acquirer 1</p> <p>Sheetal Mandar Bhalerao, d/o Eshesh Pannalal aged 45 years is an Indian resident bearing Permanent account Number AXBP2017L under the Income Tax Act, 1961 resident at Mandar Bhalerao House No. 73 Scheme No. 4, Near Modem High School, Sector 21, Yamuna Nagar, Nigdi, Pune - 411044, Maharashtra, India, with contact number being '+91-9822406010' and E-mail address being 'sheetalbhalerao02@gmail.com' and director identification number bearing '06453413', Acquirer 2</p> <p>Wardwizard Solutions India Private Limited was incorporated as 'Wardwizard Solutions India Private Limited' on March 14, 2016 under the provisions of the Companies Act, 2013, bearing corporate identification number U74900GJ2016PTC086439, Permanent Account Number 'AABQW781F' under the Income Tax Act, 1961, and having its registered office situated at Shed No. C-222, GIDC, Makarpura Industrial Estate, Vadodra – 390010, Gujarat, India with contact details being '+91-9974155500', Email Address being 'support@wardwizard.in', and website being 'www.wardwizard.in', Acquirer 3</p> <p>Wardwizard Medicare Private Limited was incorporated on October 27, 2021 under the provisions of the Companies Act, 2013, bearing corporate identification number U85110GJ2021PTC125783, Permanent Account Number 'ADDQW963E' under the Income Tax Act, 1961, and having its registered office situated at C/O DR Jashbhai C Patel, Sanjay Hospital B/H Railway Station, Near Nes School, Nadiad Kheda 387002, Gujarat, India with contact details being '+91 99741 55500', Email Address being 'wardwizardmedicare@gmail.com', and website being 'www.wardwizard.in', Acquirer 4</p> <p>There are no persons acting in concert with the Acquirer for the purpose of this Offer.</p>			
3. Name of Manager to the Offer	Swaraj Shares and Securities Private Limited			
4. Name of Registrar to the Offer	Purva Share Registry (India) Private Limited			
5. Offer Details				
5.1 Date of Opening of the Offer	Wednesday, September 20, 2023			
5.2 Date of Closing of the Offer	Thursday, October 05, 2023			
6. Date of Payment of Consideration	Friday, October 13, 2023			
7. Details of the Acquisition				
Particulars	Proposed in the Offer Documents (Assuming full acceptance in this Offer)	Actuals		
7.1 Offer Price	Rs.10.00/- (Rupees Ten Only)	Rs.10.00/- (Rupees Ten Only)		
7.2 Aggregate number of Equity Shares tendered	1,47,000 (One Lakh Forty-Seven Thousand)	1,62,600 (One Lakh Sixty-Two Thousand and Six Hundred)		
7.3 Aggregate number of Equity Shares accepted	1,47,000 (One Lakh Forty-Seven Thousand)	1,47,000 (One Lakh Forty-Seven Thousand)		
7.4 Size of the Open Offer (Number of Equity Shares multiplied by Offer Price per Equity Share)	Rs.14,70,000.00/- (Rupees Fourteen Lakhs Seventy Thousand Only)	Rs.14,70,000.00/- (Rupees Fourteen Lakhs Seventy Thousand Only)		
7.5 Shareholding of the Acquirer before the Share Purchase Agreement/ Public Announcement				
a) Number of Equity Shares	—	—		
b) % of total Voting Share Capital	—	—		
7.6 Equity Shares proposed to be acquired by way of Share Purchase Agreement				
a) Number of Equity Shares	34,500 (Thirty-Four Thousand Five Hundred)	34,500 (Thirty-Four Thousand Five Hundred)		
b) % of total Voting Share Capital	14.08% (Fourteen Point Zero Eight Percent)	14.08% (Fourteen Point Zero Eight Percent)		
7.7 Equity Shares acquired by way of Offer				
a) Number of Equity Shares	1,47,000 (One Lakh Forty-Seven Thousand)	1,47,000 (One Lakh Forty-Seven Thousand)		
b) % of total Voting Share Capital	60.00% (Sixty Percent)	60.00% (Sixty Percent)		
7.8 Equity Shares acquired after the Detailed Public Statement				
a) Number of Equity Shares acquired	Nil	Nil		
b) Price of the Equity Shares acquired	Nil	Nil		
c) % of total Voting Share Capital	Nil	Nil		
7.9 Post-Offer shareholding of the Acquirer				
a) Number of Equity Shares	1,81,500 (One Lakh Eighty-One Thousand and Five Hundred)	1,81,500 (One Lakh Eighty-One Thousand and Five Hundred)		
b) % of total Voting Share Capital	74.08% (Seventy-Four-point Zero Eight Percent)	74.08% (Seventy-Four-point Zero Eight Percent)		
7.10 Pre-Offer and Post-Offer shareholding of the Public Shareholders (excluding the parties to the Share Purchase Agreement)				
Particulars	Pre-Offer	Post-Offer	Pre-Offer	Post-Offer
a) Number of Equity Shares	2,10,500 (Two Lakhs Ten Thousand and Five Hundred)	63,500 (Sixty-Three Thousand and Five Hundred)	2,10,500 (Two Lakhs Ten Thousand and Five Hundred)	63,500 (Sixty-Three Thousand and Five Hundred)
b) % of total Voting Share Capital	85.92% (Eighty-Five point Nine Two Percent)	25.92% (Twenty-Five-point Nine Two Percent)	85.92% (Eighty-Five point Nine Two Percent)	25.92% (Twenty-Five-point Nine Two Percent)
8. The Acquirers accept full responsibility for the information contained in this Post-Offer Public Announcement and for their obligations specified under SEBI (SAST) Regulations.				
9. The Acquirers will consummate the Share Purchase Agreements transaction in accordance with the provisions of Regulations 22 (1), and 22 (3) read with 17 of the SEBI (SAST) Regulations, and will make an application for reclassification of themselves as the promoters of the Target Company in accordance with the provisions of Regulation 31A (10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including subsequent amendments thereto (SEBI (LODR) Regulations).				
10. A copy of this Post-Offer Public Announcement will be accessible on the websites of Securities and Exchange Board of India at www.sebi.gov.in, BSE at www.bseindia.com and the registered office of the Target Company.				
11. The capitalized terms used in this Post-Offer Public Announcement shall have the meaning assigned to them in the Letter of Offer, unless otherwise specified.				
ISSUED BY MANAGER TO THE OFFER				
 <p>Swaraj Shares and Securities Private Limited Corporate Identification Number: U51101WB2000PTC092621 Principal Place of Business: Unit No 304, A Wing, 215 Atrium, Near Courtyard Marriot, Andheri East, Mumbai-400093, Maharashtra, India Contact Person: Pinkila Patel / Tammy Banerjee Contact Number: +91-22-69649999 Email Address: compliance@swarajshares.com Investor grievance Email Address: investor.relations@swarajshares.com SEBI Registration Number: INM00012980 Validity: Permanent</p>				
On behalf of all the Acquirers				
Date: Tuesday, October 17, 2023				
Place: Mumbai				
Yatin Sanjay Gupte Acquirer 1				