

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 6TH ANNUAL GENERAL MEETING OF THE MEMBERS OF RAJNISH WELLNESS LIMITED WILL BE HELD ON THURSDAY 30TH SEPTEMBER 2021 AT 10.00 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. 24, ABCD, GOVT. INDUSTRIAL ESTATE, CHARKOP, KANDIVALI (WEST), MUMBAI – 400 067 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

Item No. 1 Adoption of financial statements:

To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended on that date and the Reports of the Directors and the Auditors thereon

Item No. 2 (i) To re-appoint Mr. Rajnishkumar Surendra Prasad Singh (DIN: 07192704), who retires by rotation & being eligible offers himself for re-appointment as Director:

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 152 (6) and other applicable provisions of the Companies Act, 2013 Mr. Rajnishkumar Surendra Prasad Singh (DIN: 07192704) who retires by rotation & being eligible offers himself for re-appointment as Director, be and is hereby re-appointed as a Director liable to retire by rotation.”

Item No. 2 (ii) To re-appoint Ms. Shalini Vijendra Mishra (DIN: 07194597) who retires by rotation & being eligible offers herself for re-appointment as Director:

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 152 (6) and other applicable provisions of the Companies Act, 2013 Ms. Shalini Vijendra Mishra (DIN: 07194597) who retires by rotation & being eligible offers herself for re-appointment as Director, be and is hereby re-appointed as a Director liable to retire by rotation.”

Item No. 3

Appointment Of M/S. Anand Jain & Associates, Chartered Accountants, as a Statutory Auditors of the Company

To Consider and approve the Re-appointment of M/S. Anand Jain & Associates, Chartered Accountants, as Statutory Auditors of the Company and fix their remuneration and in this regard 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 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules, circulars, notifications made/issued there under, including any amendments, modification, variation or re-enactment thereof, the appointment of M/S. Anand Jain & Associates, Chartered Accountants, bearing Firm Registration No. 105666W as the Statutory Auditors of the Company, who shall hold the office for a term of One Year, from the conclusion of the Annual General Meeting to be held on 30th September, 2022.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

SPECIAL BUSINESS:

Item No. 4 Regularization of Additional Director Ms.Sanjari Sanju Kashyap(DIN: 07194597) by appointing her as Non-Executive Director.

“RESOLVED THAT, in accordance with the provisions of Section 149, 150 & 152 read with Schedule IV to the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, Ms. Sanjari Sanju Kashyap (DIN: 07194597), who was appointed as an Additional Non-Executive Director of the Company w.e.f. 10-03-2021 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria of the Act and who is eligible for appointment, be and hereby appointed as Non-Executive Director of the Company w.e.f. 10-03-2021.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and /or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

By order of the Board
For Rajnish Wellness Limited
Sd/-

Mr. Rajnishkumar Surendra Prasad Singh
Chairman & Managing Director
DIN 07192704

Date: 07th September 2021
Place: Mumbai

NOTES: -

1. A shareholder entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on poll on behalf of him and the proxy need not be a member of the Company. The instrument of proxy in order to be effective, must be deposited at the Corporate Office of the Company, duly completed and signed, not less than 48 hours before the commencement of meeting. A person can act as proxy on behalf of shareholders not exceeding fifty (50) in number and holding in aggregate not more than 10% of the total share capital of the company.
2. Corporate shareholders intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the AGM.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. The register of directors and key managerial personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, and the register of contracts or arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

In terms of the provisions of section 152 of the Companies Act, 2013, Mr. Rajnishkumar Surendra Prasad Singh, Managing Director & Ms. Shalini Vijendra Mishra Wholtime Director retires by rotation & being eligible offers herself for re-appointment as Director at the AGM. Nomination and Remuneration Committee and the Board of Directors of the Company recommend their re-appointment. Details of the Directors retiring by rotation/ seeking re-appointment at the ensuing meeting are provided in the Notice.

5. The cutoff date for dispatch of Annual Reports to shareholders is **08th September 2021**.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from, **Friday, 24th September 2021 to Thursday, 30th September 2021** (both days inclusive). For the purpose of Annual General Meeting for the financial year ended 31st March 2021.
7. Notice of the AGM along with the Annual Report 2020-2021 is also being sent through electronic mode to those Members whose email address is registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-2021 will also be available on the Company's website www.rajnishwellness.com website of the Stock Exchange, i.e. on BSE – BSE Limited at www.bseindia.com. For receiving all communication (including Annual Report) from the Company electronically members are requested to register/update their email addresses with the relevant Depository Participant.
8. Shareholders/proxies are requested to bring their copies of the Annual Report to the AGM and the attendance slip duly filled in for attending the AGM.
9. Shareholders are requested to intimate, immediately, any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts.
10. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts.
11. Pursuant to section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH-13 to the Registrar and Transfer Agent of the

Company. Further, members desirous of cancelling / varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH- 14, to the Registrar and Transfer Agent of the Company.

12. All documents referred to in the accompanying notice will be available for inspection at the corporate office of the company during business hours on all working days up to the date of declaration of the result of the 06th AGM of the Company.

13. In case of joint holders attending the AGM, the shareholder whose name appears as the first holder in the order of name appears as per the Register of Members of the Company will be entitled to vote.

14. The Route map to the venue of the AGM is published in the Annual Report.

Additional Information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Director	Rajnishkumar Surendra Prasad Singh	Shalini Vijendra Mishra
Date of Birth	16.08.1985	02.03.1994
Date of appointment	03.02.2018	03.02.2018
Expertise in specific functional area	Experience in the field of Manufacturing of Ayurvedic Products, dealing in e-commerce industry and in the field of advertisement	Experience in the area of HR and recruiting
Qualifications	Graduate	Graduate
Other Companies in which Directorship is held as on March 31, 2021	NIL	Nil
Chairman of Committees formed by Board of Other Companies on which he is a Director as on March 31, 2021	Nil	Nil
Members of Committees formed by Board of Other Companies on which he is a Director as on March 31, 2021	NIL	NIL
Shareholding in the Company as on March 31, 2021	32,49,755 Equity Shares	NIL

By order of the Board
For Rajnish Wellness Limited
Sd/-

Mr. Rajnishkumar Surendra Prasad Singh
Chairman & Managing Director
DIN 07192704

Date: 07th September 2021
Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:
The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item No. 4

Ms. Sanjjari Sanju Kashyap was appointed as an Additional Non-Executive Director with effect from 10/03/2021, on the recommendation of the Nomination & Remuneration Committee and in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association.

Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company.

The Board is of the view that the appointment of Ms. Sanjjari Sanju Kashyap on the Company Board is desirable and would be beneficial to the Company and hence the Directors recommend resolution in item number 4 as Ordinary Resolution for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives thereof other than Ms. Sanjjari Sanju Kashyap, or has any concern or interest, financial or otherwise in the resolution set out in item number 4 of this notice.

RAJNISH WELLNESS LIMITED

CIN:L52100MH2015PLC265526

Registered Plot No. 24, ABCD, Govt. Industrial Estate, Charkop, Kandivali (West), Mumbai – 400 067.

Tel: +91-22-23065555 Website:www.rajnishwellness.com Email: info@rajnishwellness.com

Attendance Slip

To be completed and handed over at the entrance of the meeting.

Name and Address of Shareholder	Folio No.
No. of Shares	Client ID

I hereby record my presence at the 9th Annual General Meeting of the Company held on Thursday 30th September 2021 at 10.00 am at the registered office of the Company situated at Plot No. 24, ABCD, Govt. Industrial Estate, Charkop, Kandivali (West), Mumbai – 400 067.

Signature of the Shareholder or Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report at the meeting.

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CIN:L52100MH2015PLC265526

Registered Plot No. 24, ABCD, Govt. Industrial Estate, Charkop, Kandivali (West), Mumbai – 400 067.

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PROXY FORM

Name of the Member(S):	
Registered Address:	
Email –id:	
Folio No. Client ID:	
DP ID:	

I/We being the member (s) of _____ shares of the above-named Company hereby appoint

1. Name: _____
Address: _____
Email-id: _____
Signature: _____ or failing him
2. Name: _____
Address: _____
Email-id: _____
Signature: _____ or failing him
3. Name: _____
Address: _____
Email-id: _____
Signature: _____ or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual General Meeting of Rajnish Wellness Limited to be held on the Thursday 30th September 2021 At 10.00 am at the registered office of the Company situated at Plot No. 24, ABCD, Govt. Industrial Estate, Charkop, Kandivali (West), Mumbai – 400 067 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Item No.	Resolutions	Optional	
		For	Against
Ordinary Business			
1	Adoption of financial statements:		
2 (i)	To re-appoint Mr. Rajnishkumar Surendra Prasad Singh (DIN: 07192704), who retires by rotation & being eligible offers himself for re-appointment as Director		
2 (ii)	To re-appoint Ms. Shalini Vijendra Mishra (DIN: 07194597) who retires by rotation & being eligible offers herself for re-appointment as Director		
3	Appointment Of M/S. Anand Jain & Associates, Chartered Accountants, as a Statutory Auditors of the Company		
Special Business			
4	Regularization of Additional Director Ms. Sanjjari Sanju Kashyap (DIN: 07194597) by appointing her as Non-Executive Director		

Signed this..... day of.....2021

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note:

(i) This form of proxy in order to be effective should be duly completed and deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.

(ii) For the resolutions explanatory statements and notes please refer to the notice of Annual General Meeting.

(iii) It is Optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution your proxy will be entitled to vote in the manner as he / she thinks appropriate.

(iv) Please complete all details including details of member(s) in the above box before submission.

RAJNISH WELLNESS LIMITED

CIN:L52100MH2015PLC265526

Registered Plot No. 24, ABCD, Govt. Industrial Estate, Charkop, Kandivali (West), Mumbai – 400 067.

Tel: +91-22-23065555 Website: www.rajnishwellness.com Email: info@rajnishwellness.com**Assent/ Dissent Form for Voting on AGM Resolutions**

1.Name(s) & Registered Address of the sole / first named member	
2.Name(s) of the Joint-Holder(s): (if any)	
3. i)Registered Folio No: ii)DPID No & Client ID No. (Applicable to members holding shares dematerialized form)	
4. Number of Shares(s) held	

I/ We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting held on Thursday 30th September 2021 At 10.00 am at the registered office of the Company situated at Plot No. 24, ABCD, Govt. Industrial Estate, Charkop, Kandivali (West), Mumbai – 400 067 by conveying my/ our assent or dissent to the resolutions by placing tick (√) mark in the appropriate box below:

Item No.	Resolutions	Optional	
		For	Against
Ordinary Business			
1	Adoption of financial statements:		
2 (i)	To re-appoint Mr. Rajnishkumar Surendra Prasad Singh (DIN: 07192704), who retires by rotation & being eligible offers himself for re-appointment as Director		
2 (ii)	To re-appoint Ms.Shalini Vijendra Mishra (DIN: 07194597) who retires by rotation & being eligible offers herself for re-appointment as Director		
3	Appointment Of M/S. Anand Jain & Associates, Chartered Accountants, as a Statutory Auditors of the Company		
Special Business			
4	Regularization of Additional Director Ms. Sanjjari Sanju Kashyap (DIN: 07194597) by appointing her as Non-Executive Director		

Place

Date

Signature of the Shareholder Authorized Representative

Notes:

- Last date for receipt of Assent/ Dissent Form is 29th September 2021 (5.00 pm IST)
- Please read the instructions printed overleaf carefully before exercising your vote.

Instructions for voting physically on Assent / Dissent Form:

- A member desiring to exercise vote by Assent/Dissent should complete this Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer at their cost to reach the Scrutinizer at the registered office of the Company on or before the close of working hours i.e. 5.00 pm on 29th September 2021. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
- This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding this Form should be completed and signed by the first named Share holder and in his absence by the next named Shareholder.
- In respect of shares held by corporate and institutional shareholders (companies trusts societies etc.) the completed Assent/ Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/ appropriate authorization with the specimen signature(s) of the authorized signatory (ies) duly attested.
- The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark (√) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.

5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent/ Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. A member may request for a duplicate Assent/ Dissent Form if so required and the same duly completed should reach the Scrutinizer not later than the specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent/ Dissent form except giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
9. The Scrutinizers decision on the validity of the Assent/ Dissent Form will be final and binding. Incomplete unsigned or incorrectly ticked Assent/ Dissent Forms will be rejected.

ROUTE MAP OF THE AGM VENUE

Venue: Plot No. 24, ABCD, Govt. Industrial Estate, Charkop, Kandivali (West), Mumbai 400 067

