



Date: 30.05.2024

To,  
The Manager  
Department of Corporate Services  
BSE Limited  
25th Floor, P.J. Towers  
Dalal Street, Fort,  
Mumbai 400001

**Scrip Code: 541601**

**Sub: - Submission of Secretarial Compliance Report for the year ended March 31, 2024, under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (LODR) Regulations, 2015, please find enclosed, the Secretarial Compliance report for the year ended March 31, 2024.

Kindly take the same on your record. Thanking you.

Yours faithfully

For **RAJNISH WELLNESS LIMITED**

RAJNISHKUMAR SURENDRAPRA SAD SINGH  
Digitally signed by  
RAJNISHKUMAR  
SURENDRAPRASAD SINGH  
Date: 2024.05.30 10:44:58  
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**MR. RAJNISHKUMAR SINGH**  
**MANAGING DIRECTOR**  
**DIN: 07192704**



## ANNUAL SECRETARIAL COMPLIANCE REPORT OF RAJNISH WELLNESS LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Rajnish Wellness Limited (here-in-after referred as "the Company"), having its registered office at Plot No. 24, ABCD, Govt. Industrial Estate, Charkop, Kandivali (West), Mumbai, Maharashtra, 400067. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and providing our observations thereon

We have examined:

- a) All the documents and records made available to us and explanation provided by M/s. **RAJNISH WELLNESS LIMITED** ("the Listed Entity")
- b) The filings/submissions made by the listed entity to the stock exchange;
- c) Website of the listed entity;
- d) Any other document/filing as may be relevant, which has been relied upon to make this certification;

For the year ended 31<sup>st</sup> March, 2024 in respect of compliance with the provision of:

- a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulation, circulars, guidelines issued thereunder; and
- b) The Securities Contracts (Regulation) 2018 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

The Specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined include:-

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011;



- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable during the review period);
- e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulation, 2021; (Not applicable during the review period);
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable during the review period);
- g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 21(2) Non-compliance with the constitution of risk management committee	Regulation 21(2) of SEBI LODR		BSE	Penalty imposed	Failed to constitute a risk management committee	1,82,000	Company entered into top 1000 companies by market cap on BSE as on 31 <sup>st</sup> March, 2023 pursuant to which Regulation 21(2) was applicable which Company failed to comply with	The matter was placed before the Board. The board took note of such submission and further company had paid the fines levied.	Company have submitted clarification to BSE during such period and also complied with the provisions in timely manner



(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended ..... (the years are to be mentioned)	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
NIL						

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remark by PCS
	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/ circulars/ guidelines issued by SEBI</li> </ul>	Yes  Yes	-
3	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	Yes  Yes  Yes	-
4	<b>Disqualification of Director:</b> None of the Director(s) of the Company	Yes	-



	is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.		
5	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	NA	Company has no subsidiaries
6	<p><b>Preservation of Documents:</b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	-
7	<p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	-
8	<p><b>Related Party Transactions:</b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes  NA	-
9	<p><b>Disclosure of events or information:</b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	-
10	<p><b>Prohibition of Insider Trading:</b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	-
11	<p><b>Actions taken by SEBI or Stock Exchange(s), if any:</b></p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p>	Yes	Penalty of Rs 1,82,000 was levied upon Company on failure to comply with regulation 21(2) of SEBI LODR Regulations. Apart from the above mentioned no action was taken by SEBI or Stock Exchange to the best of our knowledge.

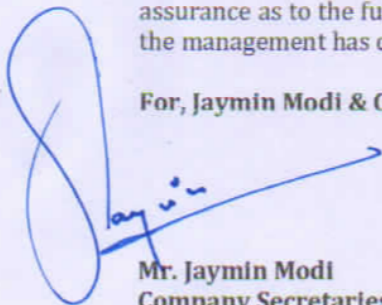


12	<p><b>Resignation of statutory auditors from the listed entity or its material subsidiaries</b></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	No	Resignation of Statutory Auditors of the Company was due to expiry of the firm's Peer Review Certificate.
13	<p><b>Additional Non-compliances, if any:</b></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	No	No additional non-compliance was observed for any SEBI regulation /circular /guidance note etc. during the year under review.

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity

For, Jaymin Modi & Co.



Mr. Jaymin Modi  
Company Secretaries  
Membership No - 44248  
COP No - 16948  
UDIN No - A044248F000488637  
PR No. - 2146/2022



Date: 29.05.2024

Place: Mumbai