



November 26, 2022

To,
Corporate Relationship Department,
BSE Limited
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Scrip Code: 541601
Scrip id: RAJNISH

Sub: Submission of Postal Ballot Notice dated November 24, 2022

Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

Dear Sir/Madam,

In compliance with the provisions of Regulation 30 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed herewith Postal Ballot Notice dated November 24, 2022, along with Explanatory Statement and Postal Ballot Form.

You requested to take above on your records.

For **Rajnish Wellness Limited**

Rajnishkumar Singh
Managing Director
DIN: 07192704

Encl.: As above

Rajnish Wellness Limited

CIN: L52100MH2015PLC265526

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

Email: info@rajnishwellness.com **Website:** www.rajnishwellness.com **Tel No.:** 022-23065555.

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of The Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Members,

NOTICE is hereby given, pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for conducting postal ballot through e-Voting vide General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021 and 20/2021 dated 8th December 2021 respectively (collectively termed as “MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS – 2”) issued by the Institute of Company Secretaries of India and pursuant to all other applicable laws and regulations, if any, it is proposed to seek the consent of the members of Rajnish Wellness Limited (“the Company”) for the proposed business matters appended below by way of Postal Ballot forms and remote electronic voting (“E-voting”).

Members are requested to carefully read the instruction printed on the Postal Ballot Form and return the same duly completed, recording your assent or dissent, in the enclosed self-addressed Business Reply Envelope not later than 17.00 hours on Wednesday, 28th December 2022 postage will be borne and paid by the Company. The Postal Ballot Form(s) may also be deposited personally at the address given on the Business Reply Envelope. Please note that if any Postal Ballot Form is received after the date mentioned above, it will be considered that no reply has been received from the members.

Members desiring to opt for e-voting as per the facility arranged by the company are requested to read the instructions in the notes forming part of this notice.

Further, the company will send Postal Ballot Notice by e-mail to its members who have registered their e-mail addresses with the Company, their Registrars and Transfer Agents or Depository/ Depository Participants. The company will send Postal Ballot Notice through post to its members who does not have registered their e-mail addresses with the Company, their Registrars and Transfer Agents or Depository/ Depository Participants.

This Postal Ballot is accordingly being initiated in compliance with the above mentioned MCA Circulars.

You are requested to peruse the following proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of Postal Ballot Form or E-voting system provided by the Company.

The Board of Directors of the Company (“the Board”), at their Meeting held on 24th November 2022 have considered and approved the following resolutions, subject to the Members’ approval through Postal Ballot:

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1. Split/Sub-Division of Company's 1 (One) equity share of face value of Rs.2/- (Rupees Two Only) each into 2 (Two) equity shares of face value of Re.1/- (Rupee One Only) each.
2. To approve alteration of Capital Clause of the Memorandum of Association of the Company pursuant to split/sub-division of equity shares of the Company.

The Board has appointed M/s. Jaymin Modi and Co, Practicing Company Secretary (COP:16948) as Scrutinizer ("the Scrutinizer") for conducting and scrutinizing the Postal Ballot / E-voting process in a fair and transparent manner. M/s. Jaymin Modi and Co. has communicated his willingness to be appointed and will be available for the said purpose.

The Scrutinizer will submit his report to the Chairman, or any other person authorized by him after completion of scrutiny of Postal Ballots (through remote e-voting). The results of the Postal Ballot/ E-voting shall be declared on or before Thursday, 29th December 2022. The results along with scrutinizers report shall be communicated to the BSE Limited where Equity Shares of the Company are listed, depositories and shall also be available on BSE Portal and website of the Company i.e. www.rajnishwellness.com

The Resolutions, if approved, will be taken as passed effectively as on the last date of e-voting, i.e. Wednesday, 28th December 2022.

The Resolutions along with explanatory statement pursuant to Sections 102 and other applicable provisions of the Act read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out all material facts are as follows:

SPECIAL BUSINESSES:

1. To approve split/sub-division of equity shares of the 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 61(1)(d) and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Companies (Share Capital and Debentures) Rules, 2014, Article 41 of the Articles of Association of the Company and subject to other applicable approval(s), sanction(s) of the statutory or regulatory authorities, as may be required in this regard, consent of the members of the Company be and is hereby accorded for sub-division of each existing equity share from 1 (One) equity share of Rs. 2/- (Rupees Two only) each to 2 (Two) equity shares of Re. 1/- (Rupee One only) each, which shall rank pari-passu in all respects with the existing equity shares with effect from the record date.

RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the Company with effect from the record date, each equity share of the Company of face value of Rs. 2/- (Rupees Two only) each in the issued, subscribed, and paid-up equity share capital shall stand sub-divided into 1 (One) equity shares of face value of Re. 1/- (Rupee One only) each.

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RESOLVED FURTHER THAT upon sub-division of the equity shares as aforesaid and with effect from the record date, the existing share certificate(s) in relation to the issued equity shares of the face value of Rs. 2/- (Rupees Two Only) each, shall be deemed to have been automatically cancelled and shall be of no effect and that the Board may, without requiring surrender of the existing Share Certificate(s) by the members, issue new Share Certificate(s) of the Company, in lieu of the existing share certificate(s) and in case of the equity shares held in the dematerialized form, the number of sub-divided equity shares shall be credited proportionately into the respective beneficiary demat accounts of the members of the Company held with Depository Participants, in lieu of the existing credits present in respective beneficiary demat accounts.

RESOLVED FURTHER THAT the Board of Directors of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf], be and is hereby authorized to do all such acts, deeds, matters and things including to fix & announce record date, to make appropriate adjustments on account of sub-division of Equity Shares to the number, exercise price etc., to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with stock exchanges, Registrar of Companies, Registrar & Share Transfer Agent, depositories and/or any other regulatory or statutory authorities, to settle any question, difficulty that may arise with regard to the sub-division of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution without any further approval of the shareholders.”

2. To approve alteration of Capital Clause of the Memorandum of Association of the Company pursuant to split/sub-division of equity shares of the 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 Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], subject to such approvals as may be necessary and subject to approval of sub-division of equity shares by the members, consent of the members of the Company be and is hereby accorded to alter and substitute the existing Clause V of the Memorandum of Association of the Company with the following new Clause V:

“V. The Authorised Share Capital of the Company is Rs. 100,00,00,000 (Rupees One Hundred Crores only) divided into 100,00,00,000 (One Hundred Crores) equity shares of face value of Re. 1/- (Rupee One only) each with power to increase and /or reduce the capital of the Company as provided in the Articles of the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorized by the Board in that

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behalf], be and is hereby authorized to undertake, execute all such acts, deeds, matters and things as they may deem necessary, proper and/ or expedient, to apply for requisite approval(s) of the statutory or regulatory authorities, as may be required, to carry out all requisite, incidental, consequential steps and to settle any question, difficulty or doubt that may arise in order to give full effect to this resolution.”

**By the order of the Board
For Rajnish Wellness Limited**

Sd/-

Rajnishkumar Singh

Managing Director

DIN: 07192704

Date: 24th November 2022

Place: Mumbai

NOTES:

- 1. AN EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 THE ACT SETTING OUT THE MATERIAL FACTS CONCERNING THE BUSINESSES TO BE TRANSACTED IS ANNEXED HERETO AND FORMS PART OF THIS NOTICE.**
- Pursuant to the provisions of Section 110 of the Act read with the Rules and with the Circulars issued by the MCA, from time to time, your Company has an option to seek the approval of the Members through Postal Ballot (via remote e-voting) for the above-mentioned resolutions, instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard;
- Notice of the Postal Ballot indicating the process and manner of e-voting along with Postal Ballot Form is being sent to the members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, 18th November 2022 (Record Date). The Postal Ballot Notice is being sent to the Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants/the Company’s Registrar and Share Transfer Agent (“RTA”).
- Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for the purpose of voting/e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides the Members the facility to exercise their right to vote by electronic means through e-voting services provided by NSDL and the business may be transacted through such voting. The instructions for e-voting are annexed to this Notice.

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6. The e-voting period shall commence on Tuesday, 29th November 2022 from 9.00 a.m. (IST) and shall end on Wednesday, 28th December 2022 5.00 p.m. (IST). E-voting shall not be allowed beyond the said date and time.
7. 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 i.e., 18th November 2022.
8. The Board has appointed M/s. Jaymin Modi and Co., Practicing Company Secretary (COP:16948) as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
9. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the Listing Regulations, the details pertaining to this postal ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one in vernacular language in that district (in Marathi Language) in which registered office of the Company is situated.
10. The Result of the Postal Ballot will be published in the newspaper one in English national daily newspaper circulating throughout India (in English Language) and in one in vernacular language in that district (in Marathi Language) in which the registered office of the Company is situated.
11. To support the “Green initiative” members who have not registered their e-mail addresses so far are requested to register their e-mail address with the company’s RTA or Depository Participants, in respect of shares held in physical/electronic mode respectively.

INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING:

Pursuant to provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide e-voting facility to the shareholders to cast their vote on all resolutions set forth in the notice. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility.

The Members whose names appear in the Register of Members / List of Beneficial Owners as on 18th November 2022 (cut-off date), are entitled to vote on the resolutions set forth in this Notice. The e-voting period will commence on Tuesday, 29th November 2022 at 9.00 am. and will end on Wednesday, 28th December 2022 at 5.00 p.m. During this period, shareholders of the Company, as on the cut-off date may cast their vote electronically.

The e-voting module shall be disabled by NSDL for voting thereafter. Members will not be able to cast their votes electronically beyond the date and time mentioned above. The Company has appointed M/s. Jaymin Modi and Co., Practicing Company Secretaries (COP: 16948) to act as the Scrutinizer, to scrutinize the electronic voting process and Postal Ballot Form in fair and transparent manner.

The Results along with Scrutinizer’s report shall be declared on the website of the Company and be placed on the Stock Exchange. The Resolutions shall be deemed to be passed on Wednesday, 28th December 2022.

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THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting 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.	<p>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 website of NSDL for casting your vote during the remote e-Voting period. 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</p> <p>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</p>

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	<p>e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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.</p>

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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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

B) Login Method for e-Voting 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

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	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***

5. Password details for shareholders other than Individual shareholders are given below:
If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
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.
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’.
- (i) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
1. 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.co.in 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.
 2. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 3. Now, you will have to click on “Login” button.
 4. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

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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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 csjayminmodi@gmail.com with a copy marked to evoting@nsdl.co.in.
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/company 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 info@rajnishwellness.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 info@rajnishwellness.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 for Individual shareholders holding securities in demat mode.**

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3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated 9th December 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.

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CIN: L52100MH2015PLC265526

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Email: info@rajnishwellness.com Website: www.rajnishwellness.com Tel No.: 022-23065555.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 01:

The equity shares of your Company are listed and actively traded on the BSE Limited. With a view to improve liquidity on the exchange platform, the Board at its meeting held on 24th November 2022, subject to the consent of the Shareholders of the Company and all other requisite approvals, permissions, sanctions had approved and recommended to sub-division of its 1 (One) Equity Share of Rs. 2/- (Rupees Two only) each into 1 (One) Equity Share of Re.1/- (Rupee One only) each.

In the opinion of the Board, proposed sub-division of the equity shares is in the best interest of the Company and the investors, therefore the Board at its meeting held on 24th November 2022, approved the aforesaid sub-division, subject to requisite approval of the shareholders. Further, Article 41 of Article of Association of the Company and the Companies Act, 2013, permits sub-division of equity shares subject to the approval of members. It is informed that there will not be any change in the amount of authorized, subscribed and paid-up Share capital of the Company on account of sub-division of equity shares.

The Record Date for the aforesaid sub-division of equity shares shall be Fixed by the Board after the approval of the shareholders is obtained for the proposed sub-division.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out under business item no. 1.

The Board, therefore, recommends resolutions set out under business item no. 1 for approval of the shareholders by way of Ordinary Resolution.

Item No. 02:

The current Authorised Share Capital of the Company is Rs. 100,00,00,000/- (Rupees One Hundred Crores only) divided into 50,00,00,000 (Fifty Crores) equity shares of Rs.2/- (Rupees Two only) each.

The Board of Directors of the company in its meeting held on 24th November 2022 have recommended sub-division of equity shares of Rs. 2/- (Rupees Two only) each into denomination of Re. 1/- (Rupee One only) each, subject to approval of members of the Company.

Further, in view of above matter, it is necessary to amend clause V of the Memorandum of Association. As per the provisions of sections 13 & 61 of the companies Act, 2013 and rules made thereunder, approval of the shareholders is required to be accorded for alteration in the Memorandum of Association by way of passing an Ordinary Resolution.

The draft copy of the Memorandum of Association and Articles of Association will be kept open for inspection by members on all working days (except Saturday and Sunday) between 11:00 a.m. to 4.00 p.m.) during the period of remote e-voting under postal ballot.

Rajnish Wellness Limited

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None of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out under business item no. 02.

The Board, therefore, recommends resolutions set out under business item no. 02 for approval of the shareholders by way of Ordinary Resolution.

**By the order of the Board
For Rajnish Wellness Limited**

**Sd/-
Rajnishkumar Singh
Managing Director
DIN: 07192704**

**Date: 24th November 2022
Place: Mumbai**

Rajnish Wellness Limited

CIN: L52100MH2015PLC265526

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

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POSTAL BALLOT FORM

[Please read the instructions carefully before completing the form in Block Letters]

Ballot No. _____

Name(s) of Shareholder (s), : _____

Name(s) of the Joint-Holder(s), if any : _____

Registered address of Shareholder : _____

Registered Folio No./DP ID No./Client ID No. : _____

No. of shares held : _____

I/We hereby exercise my/our vote in respect of the following resolutions to be passed through Postal Ballot for the businesses stated in the Notice of Postal Ballot dated **24th November 2022** of **Rajnish Wellness Limited** (the “Company”) by convening/sending my/our assent or dissent to the said resolutions by placing a tick (√) mark in the appropriate column below:

Item No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Split/Sub-Division of Company’s 1 (One) equity share of face value of Rs.2/- (Rupees Two only) each into 2 (Two) equity shares of face value of Re.1/- (Rupee One only) each.			
2.	To approve alteration of Capital Clause of the Memorandum of Association of the Company pursuant to split/sub-division of equity shares of the Company.			

Place:

Date:

Signature of the Shareholder

Note: Please read the instructions printed overleaf carefully before exercising your vote.

For e-voting, please refer the instructions under “E-Voting Facility” in the Postal Ballot Notice attached herewith.

Rajnish Wellness Limited

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INSTRUCTIONS:

The notice is being sent to the members by the prescribed mode under the Rules (electronically by email to those members who have registered their email ids with the Company) and also by post to those members who does not have registered their email ids with the Company), whose names appear in the Register of Members / Record of Depositories as on Friday, 18th November 2022. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the Company's website: www.rajnishwellness.com.

A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Company at its registered office situated at Plot No. 24, ABCD, Govt. Industrial Estate, Charkop, Kandivali (West), Mumbai – 400 067 in the attached self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. (However, envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.)

The Board of Directors of the Company appointed M/s. Jaymin Modi and Co., Practicing Company Secretary (COP: 16948) as the Scrutinizer for conducting the Postal Ballot and electronic voting (e-voting) process. The self-addressed Business Reply Envelope bears the Name of the Scrutinizer.

This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.

Incomplete, unsigned or incorrectly filled Postal Ballot Forms are subject to rejection by the Scrutinizer.

Postal Ballots cannot be exercised by Proxies.

Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e., 5:00 P.M on Wednesday, 28th December 2022. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.

Members who are holding shares in electronic form are requested to notify any correction/ change in their name / address / e-mail id immediately to the Depository Participants. In the event of non-availability of Member's latest address either in Company's records or in Depository Participant's records (National Securities Depository Limited / Central Depository Services (India) Limited to the Company).

Voting rights shall be reckoned on the paid-up value of shares registered in the name of the shareholders as on 18th November 2022.

In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority.

The Scrutinizer's decision on the validity of the postal ballot shall be final.