



**Date: 02.09.2023**

To,  
The Listing Compliance  
**BSE Ltd.**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

**BSE Scrip Code: 541601**

**Subject : Annual Report for the Financial Year 2022-23.**

**Ref : Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Madam,

Pursuant to the Provisions of Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Annual Report together with notice of the AGM for the Financial Year 2022-23 and is also available on the website of the Company at [www.rajnishwellness.com](http://www.rajnishwellness.com).

Kindly take the same on your records.

Thanking You.

Yours Truly,

**FOR, RAJNISH WELLNESS LIMITED**

RAJNISH

KUMAR SINGH

Digitally signed by RAJNISH  
KUMAR SINGH  
Date: 2023.09.02 12:07:32  
+05'30'

**MR. RAJNISHKUMAR SINGH**

**MANAGING DIRECTOR**

**DIN: 07192704**

# 2022-2023

## ANNUAL REPORT

# 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

## **CORPORATE INFORMATION**

### **RAJNISH WELLNESS LIMITED**

CIN L52100MH2015PLC265526

Registered Address: Plot No. 24 ABCD Govt. Industrial Estate Charkop Kandivali (West)  
Mumbai- 400067

Website: [www.rajnishwellness.com](http://www.rajnishwellness.com)

Email: [info@rajnishwellness.com](mailto:info@rajnishwellness.com)

### **Board of Directors and Key Managerial Personnel**

<b>Name</b>	<b>Designation</b>
Rajnishkumar Singh	Managing Director
Sanjjari Sanju Kashyap	Non-Executive – Non-Independent Director
Madhukar Devappa Imade	Non-Executive - Independent Director (up to 09.05.2023)
Abhinandan Paliwal	Non-Executive - Independent Director
Monam Kapoor	Non-Executive - Independent Director
Preeti	Non-Executive - Independent Director
Richa Anil Dua	Non-Executive - Independent Director (up to 09.05.2023)
Shalini Vijendra Mishra	Non-Executive - Independent Director (up to 31.05.2022)
Swati Jain	Non-Executive - Non- Independent Director (w.e.f 09.05.2023)
Saloni Mehra	Non-Executive - Non- Independent Director (w.e.f 09.05.2023)
Mihir Shrenik Patwa	Chief Financial Officer
Anupma Kashya	Company Secretary & Compliance Officer

#### **Statutory Auditors:**

M/s. Rishi Sekhri & Associates  
Chartered Accountants

#### **Secretarial Auditor:**

M/s. Jaymin Modi & Co.  
Company Secretaries

#### **Internal Auditor:**

M/s. MBNK & Associates,  
Chartered Accountants

#### **Registrar & Transfer Agents:**

Bigshare Services Private Limited  
E/2, Ansa Industrial Estate,  
Saki Vihar Road, Saki Naka,  
Andheri East  
Mumbai – 400072.

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## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 08<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF RAJNISH WELLNESS LIMITED WILL BE HELD ON MONDAY 25<sup>TH</sup> SEPTEMBER, 2023 AT 10.00 A.M. THROUGH VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS, TO TRANSACT THE FOLLOWING BUSINESS.**

### **ORDINARY BUSINESS:**

#### **Item No. 1.**

##### **Adoption of financial statements:**

To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 and the Reports of the Directors and the Auditors thereon.

#### **Item No. 2**

**To re-appoint Ms. Sanjjari Sanju Kashyap (DIN: 03514536) 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. Sanjjari Sanju Kashyap (DIN: 03514536) who retires by rotation & being eligible offers herself for re-appointment as Director, be and is hereby reappointed as a Director liable to retire by rotation.”

### **SPECIAL BUSINESS:**

#### **Item No. 3.**

**To consider re-appointment of Mr. Rajnishkumar Surendraprasad Singh (DIN: 07192704) as the Managing Director of the Company:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** in accordance with the provision of Section 160, 161, 196, 197 and 198 read with Schedule V of the Companies Act, 2013 (“the Act”) and any other applicable provisions of 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 all other applicable provisions of the Act including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, the approval of the Members be and hereby accorded to appoint Mr. Rajnishkumar Surendraprasad Singh (DIN: 07192704), as Managing Director, for a further period of five (5) years w.e.f. 01<sup>st</sup> September, 2023 to 31<sup>st</sup> August, 2028 (both days inclusive) at an remuneration not exceeding Rs. 1,20,00,000/- per annum (inclusive of salary, perquisites, benefits, incentives and allowances) with liberty to the Board of Directors (hereinafter referred as the Board which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and condition of the said appointment and /or remuneration as may deem fit and on such other terms and conditions as specified in the Explanatory Statement annexed to the Notice.”

**“RESOLVED FURTHER THAT** where in any financial year during the tenure of the said Managing Director the Company has no profits or profits are inadequate, the overall remuneration or remuneration as may be approved by the Board of Directors (hereinafter referred as the Board which term shall include the Nomination and Remuneration Committee of the Board) of the Company from time to time shall be paid as minimum remuneration.”

**“RESOLVED FURTHER THAT** Mr. Rajnishkumar Surendraprasad Singh shall be liable to retire by rotation at the Annual General Meeting in accordance with the provisions of Section 152 of the Companies Act, 2013 and such retirement shall not result in any break in his office as the Managing Director of the Company, if he is re-appointed at the same meeting at which he retires by rotation.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.

**Item No. 4:**

**Regularization of Additional Director Ms. Swati Jain (DIN 09436199) by appointing her as Non-Executive Non-Independent Director**

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

**“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. Swati Jain (DIN 09436199), who was appointed as an Additional Non-Executive Director & Non-Independent Director of the Company w.e.f. 07-08-2023 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 & Non-Independent Director of the Company w.e.f. 07-08-2023”

**“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.

**Item No. 5:**

**Regularization of Additional Director Ms. Saloni Mehra (DIN: 10062907) by appointing her as Non-Executive Non-Independent Director.**

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

**“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. Saloni Mehra (DIN: 10062907), who was appointed as an Additional Non-Executive Director & Non-Independent Director of the Company w.e.f. 07-08-2023 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 & Non-Independent Director of the Company w.e.f. 07-08-2023”

**“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: 01.09.2023**

**Place: Mumbai**

## NOTES:

1. In view of the Ministry of Corporate Affairs (MCA) Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021 and Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 in relation to “Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)” (collectively referred to as “MCA Circulars”) read with SEBI Circulars vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 in relation to relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as “SEBI Circulars”) Companies are permitted to hold their AGM through Video Conferencing (VC) / Other Audio Visual Mode (OAVM) without the physical presence of the Members at a common venue.

Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Link for the same is:

Topic: Rajnish Wellness Limited AGM FY 2022-23

Time: Sep 25, 2023 10:00 AM Mumbai, Kolkata, New Delhi

Join Zoom Meeting

<https://us05web.zoom.us/j/8792735622?pwd=OG1pVWtPWkQ1ank0N2ZJWUyY0QyQT09>

Meeting ID: 879 273 5622

Passcode: pAew5s

2. Member entitled to attend and vote at the meeting is entitled to Appoint Proxy/ Proxies to attend and vote instead of himself/herself and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the EGM/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 EGM/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 EGM/AGM without restriction on account of first come first served basis.



5. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at [www.mokshornaments.com](http://www.mokshornaments.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
9. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate Members attending through authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution/ authorisation letter to the Company or upload on the VC portal/ e-voting portal.
10. Members whose shareholding is in the electronic mode are requested to direct, change of address notification and updating of Saving Bank Account details to their respective Depository Participants. Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. We urge members to utilise the ECS for receiving dividends. Members holding share in physical form who wish to avail NACH facility, may submit their bank details, viz. Name of the Bank and Branch, their account type and Bank Account No. with MICR No. and IFSC Code along with the copy of cancelled cheque to the RTA.
11. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed Companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of request received transmission or transposition and re-lodged transfer of securities. Further SEBI vide Circular No. SEBI/HO/ MIRSD/RTAMB/CIR/P/2020/236 dated 2nd December, 2020 had fixed 31st March, 2021 as the cut-off date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated to physical shares and for ease of portfolio management. Member's holdings shares in physical form are requested to consider converting their holding to dematerialised form. Members can contact the Company or the Company's Registrar and Transfer Agent for assistance in this regard.

12. Members who are holding shares in identical order or names in more than one folio are requested to write to the Company to enable the Company to consolidate their holdings in one folio.
13. An electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting is being sent to all the members by email and physical copy of the same will not be made available to the Members of the Company in line with the Circular
14. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
15. 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.
16. In terms of the provisions of section 152 of the Companies Act 2013, Ms. Sanjjari Sanju Kashyap, Non-Executive Director retires by rotation 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.
17. The Register of Members and the Share Transfer Books of the Company will remain closed from, **19<sup>th</sup> September, 2023 to 25<sup>th</sup> September, 2023**. (Both days inclusive). For the purpose of Annual General Meeting for the financial year ended 31st March 2023.
18. Notice of the AGM along with the Annual Report 2022-2023 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 2022-2023 will also be available on the Company's website [www.rajnishwellness.com](http://www.rajnishwellness.com) website of the Stock Exchange, i.e on BSE Limited [www.bseindia.com](http://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.
19. The Instructions For Members For Remote E-Voting Are As Under:

The remote e-voting period begins on **22<sup>nd</sup> September, 2023 at 9.00 a.m. and will end on 24<sup>th</sup> September, 2023 at 5.00 p.m.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **15<sup>th</sup> September, 2023**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **15<sup>th</sup> September, 2023**.

#### **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 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"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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</li> </ol>

	<p>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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="border: 1px solid black; padding: 5px; text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store                 Google Play         </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 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 &amp; 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.</li> <li>3. If the user is not registered for Easi/Easiest,</li> </ol>

	<p>option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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>
<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 or joining virtual meeting &amp; 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.**

<b>Login type</b>	<b>Helpdesk details</b>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33</p>

**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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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***

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](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.
  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.

**Step 2: 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 [info@csjmco.in](mailto:info@csjmco.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **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 [info@rajnishwellness.com](mailto: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](mailto:info@rajnishwellness.com). If you are an Individual shareholders 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.co.in](mailto: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 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 EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/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 [info@rajnishwellness.com](mailto:info@rajnishwellness.com). The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [info@rajnishwellness.com](mailto:info@rajnishwellness.com) till 24th September, 2023 (5:00 p.m. IST). 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.

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

<b>Name of the Director</b>	<b>Rajnishkumar Singh</b>	<b>Sanjari Kashyap</b>	<b>Saloni Mehra</b>	<b>Swati Jain</b>
Date of Birth	16/08/1985	01/08/1986	08/01/1994	24/02/1992
Date of appointment	03/02/2018	10/03/2021	09/05/2023	09/05/2023
Expertise in specific functional area	Experience in the field of Manufacturing of Ayurvedic Products	Experience in the field of Sales & Marketing	specialization in Corporate Compliances, Audit and Assurance Services	specialization in Corporate Compliances, Audit and Assurance Services
Qualifications	Graduate	Graduate	Professional	Professional
Other Companies in which Directorship is held as on March 31, 2023	NIL	A2ZDEV Ventures Private Limited	Krishna Ventures Limited Chandranshu Marketing Limited Nimstech Industries Limited Davin Sons Retail Limited	Valecha Engineering Limited Goalpost Industries Limited Ispatika International Limited Ems Limited Adishakti Loha And Ispat Limited Plaza Wires Limited Golden Bio Energy Limited
Chairman of Committees formed by Board of Other Companies on which he/she is a director as on March 31, 2023	NIL	NIL	3	NIL
Members of Committees formed by Board of Other Companies on which he/she is a director as on March 31, 2023	NIL	NIL	NIL	NIL
Shareholding in the Company as on March 31, 2023	12,47,75,470	0	0	0

**By order of the Board**  
**For, Rajnish Wellness Limited**  
**Sd/-**  
**Mr. Rajnishkumar Surendra Prasad Singh**  
**Chairman & Managing Director**  
**DIN 07192704**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**

The following explanatory statement relating to the accompanying notice set out all material facts:

### **Item No.3:**

Mr. Rajnishkumar Singh (DIN: 07192704) shall be re-appointed as Managing Director of the Company for a period of Five years from the conclusion of this AGM subject to the consent of shareholders in 08<sup>th</sup> Annual General Meeting to be held on 25<sup>th</sup> September, 2023.

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on 01<sup>st</sup> September, 2023 has approved the re-appointment of Mr. Rajnishkumar Singh as the Managing Director of the Company for a further period of five (5) years from 01<sup>st</sup> September, 2023 to 31<sup>st</sup> August, 2028 (categorized as Managing Director) subject to the approval of the Members of the Company.

Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Rajnishkumar Surendraprasad Singh should be available to the Company for a further period of five (5) years. The re-appointment of Mr. Rajnishkumar Surendraprasad Singh is appropriate and is in the best interests of the Company.

The approval of the Members is being sought for the re-appointment and for the terms, conditions, and stipulations for the re-appointment of Mr. Rajnishkumar Surendraprasad Singh as the Managing Director and the remuneration payable to him. The terms and conditions fixed by the Board of Directors at its Meeting held on 01<sup>st</sup> September, 2023 are keeping in line with the remuneration package that is necessary to encourage good professional managers with a sound career record to important positions as that of the Managing Director.

### **The main terms of appointment and remuneration as contained in the agreement are given below:**

Period of Appointment: For a period of five (5) years from 01<sup>st</sup> September, 2023 to 31<sup>st</sup> August, 2028

Salary including allowances and Incentives and perquisites: Not exceeding Rs. 1,20,00,000/-per year.

Perquisites: Subject to a ceiling of 20% of Annual Salary per annum.

Club Fees: Fee of club subject to a maximum of two club, provided that no life membership or admission fees is payable.

Provident Fund: Contribution to Provident Fund in accordance with the Rules of the Company as applicable to the senior management, to the extent such contributions, either singly or put together are not taxable under the Income Tax Act, 1961.

Gratuity: In accordance with the Rules of the Company as applicable to the senior management.

Medical benefit: For self and family reimbursement of expenses actually incurred the total cost of which to the Company shall not exceed one month's salary in a block of five years.

Conveyance: Free use of Company's car with driver. The monetary value of the perquisite will be evaluated as per Income tax Rules, 1962.

Other perquisites: He will be entitled to all other perquisites in accordance with the rules of the Company as applicable to the senior management. The perquisites stated shall be valued as per Income Tax Act, 1961, wherever applicable, and in the absence of any provisions in the said Act, the perquisites shall be valued at actuals.

Minimum Remuneration: Notwithstanding anything herein above stated, where in any financial year during the currency of the tenure of Mr. Rajnishkumar Surendraprasad Singh, the Company incurs a loss or its profits are inadequate, the Company shall pay the same remuneration as stated above but subject to being within the overall limits on Managerial Remuneration as provided under Section 197 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, and the rules framed there under read with Schedule V to the said Act.

**A brief profile of Mr. Rajnishkumar Surendraprasad Singh is given below:**

Mr. Rajnishkumar Surendraprasad Singh aged 38 years is the Promoter and Managing Director of our Company. He is Graduate from Patna University in the year 2007 and has good knowledge and experience in the field of Manufacturing of Ayurvedic Products, dealing in e-commerce industry and in the field of advertisement. He is having more than 11 years of experience in the area of management, marketing and administration. He guides company in its growth strategies. He has been on the board of our Company since its inception and has been re-appointed as a Managing Director since 2018.

Mr. Rajnishkumar Surendraprasad Singh is interested in the above resolution as it concerns his appointment and remuneration. None of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in these resolutions.

The resolutions as set out in item no. 3 of this Notice is accordingly recommended for your approval by passing of Special Resolution(s).

**Information Pertaining to Directors seeking re-appointment as mentioned under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards:**

Name of the Director	Mr. Rajnishkumar Surendraprasad Singh
Director Identification Number (DIN)	07192704
Qualifications	Bachelor's Degree in Commerce
Expertise in Specific functional Area	He is instrumental in formulating and implementing strategy and plays pivotal role in business development, sales, administration and finance functions of our Company.
Disclosure of relationships between Directors/KMP inter-se	NA
Directorships held in other Public Limited Companies and the membership of committees	NIL
Resignation from the directorship of the listed companies in the past three years	NIL

Number of Shares held in the Equity Capital of the Company	12,47,75,470 Equity Shares
Information as required pursuant to BSE Circular with ref. no. LIST/ COMP/ 14/ 2018-19	Mr. Rajnishkumar Surendraprasad Singhis not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

#### **Item No. 4**

Ms. Swati Jain was appointed as an Additional Non-Executive & Non-Independent Director with effect from 07/08/2023, 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. Swati Jain 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. Swati Jain, or has any concern or interest, financial or otherwise in the resolution set out in item number 4 of this notice.

#### **Item No. 5**

Ms. Saloni Mehra was appointed as an Additional Non-Executive & Non-Independent Director with effect from 07/08/2023, 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. Swati Jain on the Company Board is desirable and would be beneficial to the Company and hence the Directors recommend resolution in item number 5 as Ordinary Resolution for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives thereof other than Ms. Saloni Mehra, or has any concern or interest, financial or otherwise in the resolution set out in item number 5 of this notice.

**By order of the Board**

**For, Rajnish Wellness Limited**

**Sd/-**

**Mr. Rajnishkumar Surendra Prasad Singh**

**Chairman & Managing Director**

**DIN 07192704**

**Date: 01.09.2023**

**Place: Mumbai**

## DIRECTORS' REPORT

The Board of Directors are pleased to present the Company's 08<sup>th</sup> Annual Report and the Company's audited financial statements for the financial year ended 31<sup>st</sup> March, 2023.

### 1. OPERATING RESULTS

The operating results of the Company for the year ended 31<sup>st</sup> March, 2023 are as follow:

Particulars	Amount in Rs.	
	Year ended 31 <sup>st</sup> March 2023	Year ended 31 <sup>st</sup> March 2022
Revenue from Operations	27,61,82,000	27,37,30,270
Profit before tax from continuing operations	63,28,000	46,55,727
Tax Expenses (Including Deferred Tax)	17,27,000	Nil
Profit after Tax	46,01,000	39,19,927
Total Income for the year	46,01,000	39,199,27

### 2. TRANSFER TO RESERVES

There are no transfers to any specific reserves during the year.

### 3. THE STATE OF THE COMPANY'S AFFAIR

During the year under review, your Company achieved total revenue from operations of Rs. 27,61,82,000/- (previous year Rs. 27,37,30,270/-).

The profit after tax is at Rs. 46,01,000/- (Previous year Rs. 39,19,927/-).

### 4. DIVIDEND

Your Directors do not recommend any dividend for the financial year 2022-2023.

### 5. CASH FLOW AND CONSOLIDATED FINANCIAL STATEMENTS

As required under Regulation 34 of the Listing Regulations, a Cash Flow Statement and consolidated Financial Statement is part of the Annual Report.

### 6. THE CHANGE IN THE NATURE OF BUSINESS, IF ANY

There is no change in the nature of business of the Company.

### 7. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND.

There was no transfer during the year to the Investor Education and Protection Fund in terms of Section 125 of the Companies Act, 2013.

### 8. CONSERVATION OF ENERGY-TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE ETC.

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished as **Annexure A** to Director's Report.

### 9. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed also discussed at the meetings of the Risk Management Committee and the Board of Directors of the Company. The Company has constituted Risk Management Committee and its risk management policy is available on the website of the Company.

## **10. INTERNAL CONTROL SYSTEM**

The Company's internal controls system has been established on values of integrity and operational excellence and it supports the vision of the Company "To be the most sustainable and competitive Company in our industry". The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory as well as Internal Auditors and their significant audit observations and follow up actions thereon are reported to the Audit Committee.

## **11. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

During the year under review, your Company has not made any investment, given any loan or guarantee falling within the meaning of section 186 of the Companies Act, 2013 and the rules made thereunder.

## **12. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

All the related party transactions are entered on arm's length basis, in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large or which warrants the approval of the shareholders.

The transactions are being reported in Form AOC-2 i.e. **Annexure B** in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014.

However, the details of the transactions with Related Party are provided in the Company's financial statements in accordance with the Accounting Standards.

All Related Party Transactions are presented to the Audit Committee and the Board.

## **13. POLICY ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:**

The Company has zero tolerance towards sexual harassment at the workplace and towards this end, has adopted a policy in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. All employees (permanent, contractual, temporary, trainees) are covered under the said policy.

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 which redresses complaints received on sexual harassment. During the financial year under review, the Company has not received any complaints of sexual harassment from any of the women employees of the Company.

## **14. ANNUAL RETURN**

Pursuant to the provisions of Section 92(3) of Companies Act, 2013 following is the link for Annual Return Financial Year 2022-23. <http://www.rajnishwellness.com/>

## **15. NUMBER OF BOARD MEETINGS, GENERAL MEETING CONDUCTED DURING THE YEAR UNDER REVIEW**

During the financial year, the Board met 14 times on 25/04/2022, 03/05/2022, 27/05/2022, 30/05/2022, 02/06/2022, 13/06/2022, 22/06/2022, 25/07/2022, 10/08/2022, 07/09/2022, 27/10/2022, 24/11/2022, 13/01/2023, & 10/03/2023.

## **16. DIRECTORS' RESPONSIBILITY STATEMENT**

In terms of Section 134(5) of the Companies Act, 2013 The Board of Directors of the Company hereby confirms:

- That in the preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departure.
- That the selected accounting policies were applied consistently and the Directors 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 on 31<sup>st</sup> March, 2023, and that of the profit of the Company for the year ended on that date.
- That proper and sufficient care has been taken 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.
- That the annual accounts have been prepared on a going concern basis.
- The Board has laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **17. DEPOSITS**

The Company has neither accepted nor renewed any deposits during the year under review.

## **18. ARTICULARS OF EMPLOYEES AND REMUNERATION**

The information required under section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given as **Annexure C** to this report. In terms of 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, a statement showing the names and other particulars of employees drawing remuneration in excess of the limits set out in the said Rules, if any, forms part of the Report.

The policy is available on the Company's website. [www.rajnishwellness.com](http://www.rajnishwellness.com).

## **19. DIRECTORS**

Ms. Sanjjari Sanju Kashyap is liable to retire by rotation in this ensuing Annual General Meeting and being eligible she has offered herself for reappointment.

During the Financial Year;

Ms. Preeti was appointed as an independent director of the company for a consecutive term of 5 years commencing from September 07, 2022.

Ms. Shalini Vijendra Mishra Resigned from her positions as Non-executive Director of the Company, with effect from May 31, 2022.

Ms. Richa Anil Dua has been appointed as Non-Executive Non-Independent Director of the Company, with effect from June 01, 2022.

Your Directors recommend her re-appointment. 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.

## **20. ATTRIBUTES, QUALIFICATIONS & INDEPENDENCE OF DIRECTORS, THEIR APPOINTMENT AND REMUNERATION**

The Nomination & Remuneration Committee of Directors have approved a Policy for Selection, Appointment and Remuneration of Directors which inter-alia requires that composition and remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and senior management employees and the Directors appointed shall be of high integrity with relevant



expertise and experience so as to have diverse Board and the Policy also lays down the positive attributes/criteria while recommending the candidature for the appointment as Director.

## **21. DECLARATION OF INDEPENDENT DIRECTORS**

The Independent Directors have submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(7) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

## **22. STATUTORY AUDITORS**

The Members of the Company in the Annual General Meeting held on 30<sup>th</sup> September 2022 appointed M/s. Rishi Sekhri & Associates (FRN 128216W), Chartered Accountants as Statutory Auditors of your Company for a period of 5 years from the conclusion of the 07<sup>th</sup> Annual General Meeting till the conclusion of 12<sup>th</sup> consecutive Annual General Meeting to be held in the year 2027.

## **23. SECRETARIAL AUDITORS**

The Company has appointed M/s. Jaymin Modi & Co., Company Secretaries, as Secretarial Auditors of the Company to carry out the Secretarial Audit for the Financial Year 2022-2023 and to issue Secretarial Audit Report as per the prescribed format under rules in terms of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Secretarial Audit Report for the FY 2022-23 is annexed herewith and forms part of this report as **Annexure D**. Secretarial Audit is not applicable to the Subsidiary, not being a material subsidiary.

## **24. INTERNAL AUDITORS**

M/s. MBNK & Associates were appointed as internal auditors by the Board for the financial year 2022-23.

## **25. COST RECORDS AND COST AUDIT**

The provision of the Companies (Cost Records and Audit) Rules, 2014 is not applicable to the Company. Maintenance of cost records as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 was not applicable for the business activities carried out by the Company for the FY 2022-23. Accordingly, such accounts and records are not made and maintained by the Company for the said period.

## **26. DIVIDEND DISTRIBUTION POLICY**

The Company has formulated a Dividend Distribution Policy as required under regulation 43A of the Listing Regulations. The said Policy is uploaded on the Company's website. The web link of the same is as follows: <https://rajnishwellness.com/codes-policies-others/>

## **27. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS**

The report of the Statutory Auditor, Secretarial Auditor and Internal Auditor does not have any qualifications, reservations or adverse remarks or disclaimers made by the auditors and the practicing company secretary in their reports.

## **28. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management's Discussion and Analysis Report for the year under review, as stipulated under regulation 34 (3) and Part B of schedule V of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 is annexed to this Annual Report as **Annexure E**.

### **29. HOLDING, SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any Holding, Subsidiary, Joint Ventures And Associate Companies.

### **30. VIGIL MECHANISM**

The Company has established a vigil mechanism policy to oversee the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimisation of employees and Directors who express their concerns.

The Vigil Mechanism Policy is available at the website of the Company: [www.rajnishwellness.com](http://www.rajnishwellness.com).

### **31. REPORTING OF FRAUD BY AUDITORS**

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

### **32. ANNUAL EVALUATION BY THE BOARD**

In compliance with the Companies Act, 2013, and Regulation 17 of the Listing Regulations, the performance evaluation of the Board and its Committees were carried out during the year under review.

### **33. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

There are no material changes and commitments affecting the financial position of the Company occurred during the financial year.

### **34. THE DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

During the year there has been no significant material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in future.

### **35. DETAILS OF FAMILIARIZATION PROGRAMMED IMPARTED TO INDEPENDENT DIRECTORS FOR THE FINANCIAL YEAR 2022-2023**

On appointment, the concerned Director is issued a Letter of appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Independent Director is taken through an induction and familiarization program including the presentation and interactive session with the Committee Members and other Functional Heads on the Company's finance and other important aspects.

### **36. CORPORATE GOVERNANCE**

Your company will continue to uphold the true spirit of Corporate Governance and implement the best governance practices. A report on Corporate Governance pursuant to the provisions of Corporate Governance Code stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as **Annexure F**.

The complete details of the various board committees are also provided therein along with Secretarial Auditors' Certificate regarding compliance of conditions of corporate governance.

### **37. OTHER DISCLOSURES**

The Company does not have any Employees Stock Option Scheme in force and hence particulars are not furnished, as the same are not applicable. No proceedings against the Company are initiated or pending under the Insolvency and Bankruptcy Code, 2016. The 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 – Not Applicable.

### **38. POLICIES**

The Company seeks to promote highest levels of ethical standards in the normal business transactions guided by the value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates formulation of certain policies for listed companies. The Policies are reviewed periodically by the Board and are updated based on the need and compliance as per the applicable laws and rules and as amended from time to time. The policies are available on the website of the Company.

### **39. BUSINESS RESPONSIBILITY REPORT**

The Business Responsibility Report for the financial year ended 31st March, 2023, as stipulated under Regulation 34(2) of SEBI LODR Regulations is provided as a separate section in the Annual Report.

### **40. COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS**

Your Directors hereby confirm that the Company has complied with the necessary provisions of the revised Secretarial Standard 1 and Secretarial Standard 2 to the extent applicable to the Company.

### **41. ENHANCING SHAREHOLDER VALUE**

Your Company firmly believes that its success, the marketplace and a good reputation are among the primary determinants of value to the shareholder. The organisational vision is founded on the principles of good governance and delivering leading-edge products backed with dependable after sales services. Following the vision your Company is committed to creating and maximising long-term value for shareholders.

### **42. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The provisions of Section 135 of the Companies Act relating to Corporate Social Responsibility are not applicable as the Company is having Net worth less than rupees Five Hundred Crore, Turnover less than rupees One Thousand Crore and Net Profit less than rupees Five Crore.

### **43. ACKNOWLEDGEMENTS**

Your Directors take this opportunity to express their sincere appreciation and gratitude for the continued co-operation extended by shareholders, employees, customers, banks, suppliers and other business associates.

**By order of the Board**

**For, Rajnish Wellness Limited**

**Sd/-**

**Mr. Rajnishkumar Surendra Prasad Singh**

**Chairman & Managing Director**

**DIN 07192704**

**Date: 01.09.2023**

**Place: Mumbai**

## ANNEXURE A TO THE DIRECTORS' REPORT

Information in accordance with the provisions of Section 134 (3)(m) of the Act read with the Companies (Accounts) Rules, 2014 regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo during the reporting period is given herein below:

<b>A</b>	<b>Conservation Of Energy</b>	
i	Steps taken or impact on conservation of energy.	<ul style="list-style-type: none"> <li>• Reduced power consumption in compressed air system with the introduction of Intelligentflow controller.</li> <li>• Improved pumping efficiency at various location by installation of energy efficient pumping system.</li> <li>• Replacement of old inefficient brine compressor with energy efficiency compressor and improved Chiller Performance (ikw/TR).</li> <li>• Reduced power consumption in refrigeration system with the use of automatic tube cleaning system.</li> <li>• Use of Dry vacuum pump in place of steam ejectors.</li> <li>• Steam consumption at MEE reduced by utilizing waste heat for preheating MEE feed.</li> <li>• Synchronization of DG to reduced diesel consumption.</li> <li>• Utilization of flash steam for hot water generation.</li> <li>• Utilization of VFD in Compressed air system.</li> <li>• Improved efficiency in plant lighting.</li> </ul>
ii	Steps taken by the company for utilizing alternate sources of energy.	<ul style="list-style-type: none"> <li>• Company has planning to go for Green Energy initiative for utilization of alternate source of energy.</li> <li>• Company is planning to Install solar Rooftop For its partial power requirement.</li> </ul>
iii.	Capital investment on energy conservation equipment.	NIL

<b>B</b>	<b>Technology Absorption</b>	
i	Efforts made towards technology absorption.	<p>The Company continues to invest in Latest Technology Absorption:</p> <ol style="list-style-type: none"> <li>1. This spending is directed at developing complex products, specialty products, generic products, and API technologies.</li> <li>2. Process optimization based on Quality by Design (QbD) concept and robustness by six sigma calculation have been implemented for wide range of products with the</li> </ol>

		objective to Reduced cost and increase in-process capability.
ii	Benefits derived like product improvement, cost reduction, product development or import substitution.	<p>a) Offers complete basket of products under chronic therapeutic classes. Many Products are in pipeline for Future Introduction in India, emerging market as well.</p> <p>b) Not Dependent on imported technology, can make high-end products available at competitive prices by using indigenously developed manufacturing Processes and formulation technologies.</p> <p>c) Clinical Studies of some products (complex and difficult to formulate) have been carried out at our in-house clinical pharmacology units. This has helped to maintain R&amp;D quality and Regulatory compliances with significantly reduced cost.</p>
iii.	In case of imported technology (imported during the last 3years reckoned from the beginning of the financial year)- a) Details of technology imported. b) Year of import. c) Whether the technology has been fully absorbed. d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and e) Expenditure incurred on research & development.	Not Applicable

B	Foreign Exchange Earnings & Outgo	Amount	
		2022-23	2021-22
i	Foreign Exchange Earnings in terms of actual inflows	Nil	Nil
ii	Foreign Exchange Outgo in terms of actual outflows.	Nil	Nil
iii.	Foreign Travelling	Nil	Nil

**By order of the Board**  
**For, Rajnish Wellness Limited**  
**Sd/-**  
**Mr. Rajnishkumar Surendra Prasad Singh**  
**Chairman & Managing Director**  
**DIN 07192704**  
**Date: 01.09.2023**  
**Place: Mumbai**

## ANNEXURE B OF DIRECTOR REPORT

### FORM NO. 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)**

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section(1) of section 188 of the Companies Act, 2013 including transactions entered into ordinary course of business and at an arm's length basis under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis: NONE

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

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

Sr. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	Rajnishkumar S. Singh (MD)
2	Amount	Rs. 5,40,000/-
3	Nature of contracts/arrangements/transaction	Director Remuneration
4	Duration of the contracts/arrangements/transaction	01-04-22 to 31-03-23
5	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
6	Date of approval by the Board	30/06/2021
7	Amount paid as advances, if any	Nil

Sr.No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	Mihir S Patwa (CFO)
2	Amount	Rs. 10,81,000
3	Nature of contracts/arrangements/transaction	Salary
4	Duration of the contracts/arrangements/transaction	01-04-22 to 31-03-23
5	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
6	Date of approval by the Board	30/06/2021
7	Amount paid as advances, if any	Nil

<b>Sr.No.</b>	<b>Particulars</b>	<b>Details</b>
1	Name (s) of the related party & nature of relationship	Anumpma Kashyap (CS)
2	Amount	Rs. 1,40,000
3	Nature of contracts/arrangements/transaction	Salary
4	Duration of the contracts/arrangements/transaction	01-04-22 to 31-03-23
5	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
6	Date of approval by the Board	NA
7	Amount paid as advances, if any	Nil

**By order of the Board**

**For, Rajnish Wellness Limited**

**Sd/-**

**Mr. Rajnishkumar Surendra Prasad Singh**

**Chairman & Managing Director**

**DIN 07192704**

**Date: 01.09.2023**

**Place: Mumbai**

## ANNEXURE C OF DIRECTOR REPORT

### MEDIAN REMUNERATION

The information required under section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below.

a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

<b>Name of the directors</b>	<b>Ratio to median remuneration</b>
<b>Non-executive directors</b>	
Sanjjari Sanju Kashyap	-
Madhukar Devappa Imade	-
Abhinandan Ashok Kumar Paliwal	-
Monam Kapoor	-
Shalini Vijendra Mishra	-
<b>Executive directors</b>	
Rajnishkumar Surendraprasad Singh	86.49

b. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

<b>Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary</b>	<b>% Increase in remuneration in the financial year</b>
Rajnishkumar Surendraprasad Singh	NIL
Company Secretary	9.23
Chief Financial Officer	20.11

c. The percentage increase in the median remuneration of employees in the financial year: 131.89%

d. The number of permanent employees on the rolls of Company: 18 employees

e. Average percentile increases 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:

The average annual increase was around: 14.45%

Increase in the managerial remuneration for the year was: 14.67%

f. Affirmation that the remuneration is as per the remuneration policy of the Company:

The Nomination and Remuneration Committee of the Company has affirmed at its meeting held on 13/01/2023 that the remuneration paid is as per the remuneration policy of the Company. The Policy is available on the Company's Website.

g. There are no employees drawing salary in excess of 120 Lakhs as stipulated under section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014



## **ANNEXURE D TO THE DIRECTORS' REPORT**

### **FORM NO. MR-3 SECRETARIAL AUDIT REPORT For The Financial Year Ended 31<sup>st</sup> March 2023**

[Pursuant to regulation 24A of SEBI (LODR) 2015 and section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
**Rajnish Wellness Limited**  
Plot No. 24, ABCD, Govt. Industrial Estate,  
Charkop, Kandivali (West), Mumbai – 400 067.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Rajnish Wellness Limited (hereinafter called “The Company “). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the 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 authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31<sup>st</sup> March, 2023, 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:

We have examined the books, papers, minute books, Forms and returns filed and other records maintained by The Company for the year ended on 31<sup>st</sup> March, 2023 to the extent applicable to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under to the extent applicable;
- II. The Securities Contracts (Regulation) Act, 1956 (“SCRA”) and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) to the extent applicable to the Company: -

(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) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not Applicable to the Company during the period under review;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not Applicable to the Company during the period under review;

(f) The Securities and Exchange Board of India (Registrars to and Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; Not Applicable to the Company during the period under review;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; Not Applicable to the Company during the period under review;

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not applicable to the Company during the Audit Period; and

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I have also examined compliances with the applicable clauses of the following:

a) Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India; and

b) Listing Agreements entered into by the Company with BSE Limited.

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards as mentioned above, except:

- *Some of the Intimations under the provisions of the Companies Act, 2013 have been filed after the lapse of statutory time period. However, necessary additional fees have been remitted for such delay.*

- *The company has made Disclosure of defaults on payment of interest/repayment of principal amount on loans from banks/ financial institutions and unlisted debt securities.*

I further report that:

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

Adequate notice is given to all Directors to schedule the Board 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.

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 applicable laws, rules, regulations and guidelines.

**I further report that during the audit period:**

- *M/s. Rishi Sekhri & Associates, Chartered Accountants, was appointed as the Statutory Auditors of the company from 23<sup>rd</sup> April, 2022.*
- *During the Audit period Warrants are issued at a price of Rs. 40/- (Rupees Forty only) per warrant. Each warrant is convertible into one equity share of Rs. 10/- (Rupees Ten Only) each upon payment of balance 75% consideration within eighteen months from the date of allotment i.e 3<sup>rd</sup> May, 2022.*
- *Company migrated from BSE SME Platform to the Mainboard of BSE Limited.*
- *The Company approved the allotment of 1,51,00,000 (One Crore Fifty-One Lakh) fully paid-up Equity shares of Rs. 10/- (Rupees Ten only) each at a price of Rs. 40/- (Rupees Forty only) per share.*
- *The Company approved the Sub-division/split of equity shares of the Company from 1 (One) equity share of Rs. 10/- (Rupees Ten only) each to 5 (Five) equity shares of Rs. 2/- (Rupees Two only) each.*
- *During the Audit period Increased in Authorised share capital of the Company from Rs. 30,00,00,000/- (Thirty Crore only) to Rs. 100,00,00,000/- (One Hundred Crore only) and consequently alteration in Clause V of the Memorandum of Association of the Company.*
- *Declared Bonus Issue in the proportion of 2 (Two) equity shares for every 1 (One) existing equity shares held by the Members.*

- *The Company approved the Sub-division/split of equity shares of the Company from 1 (One) equity share of Rs. 2/- (Rupees Two only) each to 2 (Two) equity shares of Re. 1/- (Rupee One only) each.*

**For, Jaymin Modi & Co.  
Company Secretaries**

**Sd/-**

**Mr. Jaymin Modi**

**COP: 16948**

**Mem No. 44248**

**PRC: 2146/2022**

**UDIN: A044248E000892469**

**Place: Mumbai**

**Date: 30.08.2023**

## ANNEXURE – A TO SECRETARIAL AUDIT REPORT

To,  
The Members,  
**Rajnish Wellness Limited**  
Plot No. 24, ABCD, Govt. Industrial Estate,  
Charkop, Kandivali (West), Mumbai – 400 067.

Our Secretarial Audit Report dated 30<sup>th</sup> August, 2023 is to be read with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to make an audit report based on the secretarial records produced for our audit.
2. We 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 secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. We have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
5. Compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. This 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.

**For, Jaymin Modi & Co.**

**Company Secretaries**

Sd/-

**Mr. Jaymin Modi**

**COP: 16948**

**Mem No. 44248**

**PRC: 2146/2022**

**UDIN: A044248E000892469**

**Place: Mumbai**

**Date: 30.08.2023**

## COMPLIANCE WITH THE CODE OF CONDUCT AND ETHICS

In accordance with Regulation 17(5)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and Senior Management Personnel of the Company have confirmed compliance with the Code of Business Conduct and Ethics for the financial year ended 31<sup>st</sup> March, 2023.

**For RAJNISH WELLNESS LIMITED**

**Sd/-**

**Rajnishkumar Surendraprasad Singh**

**Managing Director**

**DIN 07192704**

### CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

To,

The Board of Directors,

**Rajnish Wellness Limited**

Plot No. 24, ABCD, Govt. Industrial Estate, Charkop,

Kandivali (West), Mumbai 400 067

We, Rajnishkumar Surendraprasad Singh Managing Director and Mihir Shrenik Patwa Chief Financial Officer of the Company, hereby certify that for the financial year, ending 31<sup>st</sup> March, 2023;

(a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;

(ii) these statements present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.

(b) there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.

(c) we accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.

(d) we have indicated to the Auditors and the Audit Committee:

(i) significant changes, if any, in the internal control over financial reporting during the year.

(ii) significant changes, if any, in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and

(iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For Rajnish Wellness Limited**

**Sd/-**

**Rajnishkumar Surendraprasad Singh**

**Managing Director**

**Sd/-**

**Mihir Shrenik Patwa**

**Chief Financial Officer**

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015)

To,  
The Members,  
**Rajnish Wellness Limited**  
Plot No. 24, ABCD, Govt. Industrial Estate,  
Charkop, Kandivali (West), Mumbai – 400 067.

I have examined the relevant registers records forms returns and disclosures received from the Directors of **Rajnish Wellness Limited** having **CIN L52100MH2015PLC265526** and having registered office at Plot No. 24, ABCD, Govt. Industrial Estate, Charkop, Kandivali (West), Mumbai – 400067, Maharashtra, India. (hereinafter referred to as ‘the Company’) produced before me by the Company for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 31<sup>st</sup> March 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1	Rajnishkumar Singh	07192704	13/06/2015
2	Shalini Vijendra Mishra	07194597	13/06/2015
3	Madhukar DevappaImade	08062545	03/02/2018
4	Abhinandan Paliwal	08064706	03/02/2018
5	Sanjjari Sanju Kashyap	03514536	10/03/2021
6	Monam Kapoor	09278005	10/02/2022
7	Richa Anil Dua	09566658	01/06/2022
8	Preeti	09662113	07/09/2022

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Disclaimer:** *We have not been made available with details or clarification or Non-Applicability certificate, with respect to debarment or disqualification pursuant to any order from civil or criminal court and thus we are unable to conclude any opinion on attraction of disqualification by any such order which have not been presented before us for reporting.*

**For, Jaymin Modi & Co.  
Company Secretaries**

**Sd/-**

**Jaymin Modi**

**Company Secretary**

**ACS: 44248**

**COP: 16948**

**PRC: 2146/2022**

**UDIN: A044248E000892491**

**Date: 30.08.2023**

**Place: Mumbai**



## **COMPLIANCE CERTIFICATE FROM PRACTICING COMPANY SECRETARIES REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE.**

To,  
The Members,  
**Rajnish Wellness Limited**  
Plot No. 24, ABCD, Govt. Industrial Estate,  
Charkop, Kandivali (West), Mumbai – 400 067.

1. The Corporate Governance Report prepared by Rajnish Wellness Limited (“the Company”), contains details as stipulated in Regulations 17 to 27 and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the Listing Regulations”) (‘applicable criteria’) with respect to Corporate Governance for the year ended March 31, 2023. This certificate is required by the Company for annual submission to the Stock exchange and to be sent to the Shareholders of the Company.

### **Management Responsibility**

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors is also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

### **Our Responsibility**

4. Our responsibility is to provide a reasonable assurance in the form of an opinion whether the Company has complied with the condition of Corporate Governance, as stipulated in the Listing Regulation.
5. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
6. The procedures selected depend on our judgment, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures include but not limited to verification of secretarial records of the Company. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis.

## **Opinion**

7. Based on the procedures performed by us as referred above and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2023.

## **Other Matters and restriction on use**

8. This Certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
9. This Certificate is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.
10. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this Certificate.

**For, Jaymin Modi & Co.**

**Company Secretaries**

**Sd/-**

**Mr. Jaymin Modi**

**COP: 16948**

**Mem No. 44248**

**PRC: 2146/2022**

**UDIN: A044248E000892579**

**Place: Mumbai**

**Date: 30.08.2023**

## **ANNEXURE E TO THE DIRECTORS' REPORT**

### **MANAGEMENT DISCUSSION AND ANALYSIS**

#### **Introduction:**

India is the largest provider of generic drugs globally and is known for its affordable vaccines and generic medications. The Indian Pharmaceutical industry is currently ranked third in pharmaceutical production by volume after evolving over time into a thriving industry growing at a CAGR of 9.43% since the past nine years. Generic drugs, over-the-counter medications, bulk drugs, vaccines, contract research & manufacturing, biosimilars, and biologics are some of the major segments of the Indian pharma industry. India has the most number of pharmaceutical manufacturing facilities that are in compliance with the US Food and Drug Administration (USFDA) and has 500 API producers that make for around 8% of the worldwide API market.

Indian pharmaceutical sector supplies over 50% of global demand for various vaccines, 40% of generic demand in the US and 25% of all medicine in the UK. The domestic pharmaceutical industry includes a network of 3,000 drug companies and ~10,500 manufacturing units. India enjoys an important position in the global pharmaceuticals sector. The country also has a large pool of scientists and engineers with a potential to steer the industry ahead to greater heights. Presently, over 80% of the antiretroviral drugs used globally to combat AIDS (Acquired Immune Deficiency Syndrome) are supplied by Indian pharmaceutical firms. India is rightfully known as the "pharmacy of the world" due to the low cost and high quality of its medicines.

Indian pharmaceutical industry is known for its generic medicines and low-cost vaccines globally. Transformed over the years as a vibrant sector, presently Indian Pharma ranks third in pharmaceutical production by volume. The Pharmaceutical industry in India is the third largest in the world in terms of volume and 14th largest in terms of value. The Pharma sector currently contributes to around 1.72% of the country's GDP.

According to a recent EY FICCI report, as there has been a growing consensus over providing new innovative therapies to patients, Indian pharmaceutical market is estimated to touch US\$ 130 billion in value by the end of 2030. Meanwhile, the global market size of pharmaceutical products is estimated to cross over the US\$ 1 trillion mark in 2023.

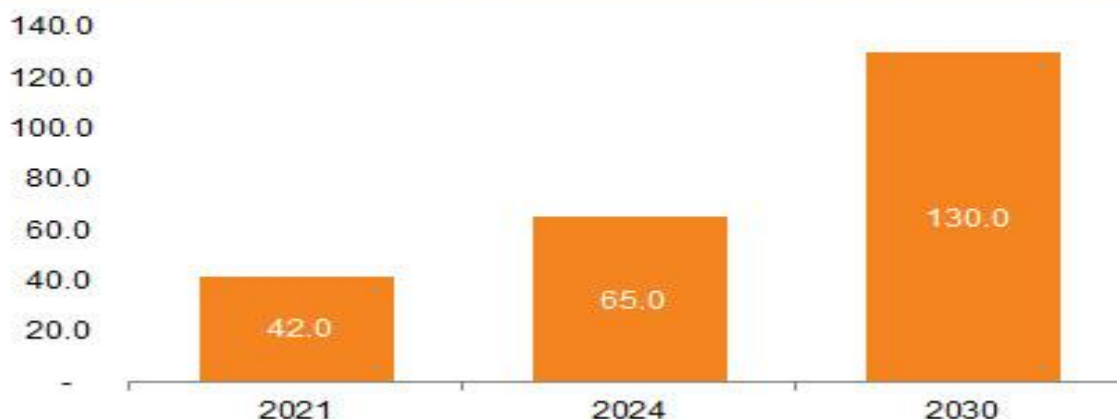
#### **Market Size:**

Market size of India pharmaceuticals industry is expected to reach US\$ 65 billion by 2024, and ~US\$ 130 billion by 2030. According to the government data, the Indian pharmaceutical industry is worth approximately US\$ 50 billion with over US\$ 25 billion of the value coming from exports. About 20% of the global exports in generic drugs are met by India.

India is among the top 12 destinations for biotechnology worldwide and 3rd largest destination for biotechnology in Asia Pacific. In 2022, India's Biotechnology industry has crossed US\$ 80.12 billion, growing 14% from the previous year.

The Indian pharmaceutical industry has seen a massive expansion over the last few years and is expected to reach about 13% of the size of the global pharma market while enhancing its quality, affordability, and innovation.

## Indian Pharmaceutical Market (US\$ billion)



The biosimilars market in India is estimated to grow at a compounded annual growth rate (CAGR) of 22% to become US\$ 12 billion by 2025. This would represent almost 20% of the total pharmaceutical market in India.

India is the 3rd largest producer of API accounting for an 8% share of the Global API Industry. About 500+ different APIs are manufactured in India, and it contributes 57% of APIs to prequalified list of the WHO.

The current market size of the medical devices sector in India is estimated to be US\$ 11 billion and its share in the global medical device market is estimated to be 1.5%.

Indian pharma companies have a substantial share in the prescription market in the US and EU. The largest number of FDA-approved plants outside the US is in India.

According to the Indian Economic Survey 2021, the domestic market is expected to grow 3x in the next decade. India's domestic pharmaceutical market stood at US\$ 42 billion in 2021 and is likely to reach US\$ 65 billion by 2024 and further expand to reach US\$ 120-130 billion by 2030. India's biotechnology industry comprises biopharmaceuticals, bio-services, bio-agriculture, bio-industry, and bioinformatics. The Indian biotechnology industry was valued at US\$ 70.2 billion in 2020 and is expected to reach US\$ 150 billion by 2025. India's medical devices market stood at US\$ 10.36 billion in FY20. The market is expected to increase at a CAGR of 37% from 2020 to 2025 to reach US\$ 50 billion. As of August 2021, CARE Ratings expect India's pharmaceutical business to develop at an annual rate of ~11% over the next two years to reach more than US\$ 60 billion in value.

In the global pharmaceuticals sector, India is a significant and rising player. India is the world's largest supplier of generic medications, accounting for 20% of the worldwide supply by volume and supplying about 60% of the global vaccination demand. The Indian pharmaceutical sector is worth US\$ 42 billion worldwide. In August 2021, the Indian pharmaceutical market increased at 17.7% annually, up from 13.7% in July 2020. According to India Ratings & Research, the Indian pharmaceutical market revenue is expected to be over 12% Y-o-Y in FY22.

## **Road Ahead:**

The pharmaceutical industry in India is a significant part of the nation's foreign trade and offers lucrative potential for investors. Millions of people around the world receive affordable and inexpensive generic medications from India, which also runs a sizable number of plants that adhere to Good Manufacturing Practices (GMP) standards set by the World Health Organization (WHO) and the United States Food and Drug Administration (USFDA). Among nations that produce pharmaceuticals, India has long held the top spot. Medicine spending in India is projected to grow 9-12% over the next five years, leading India to become one of the top 10 countries in terms of medicine spending. Going forward, better growth in domestic sales would also depend on the ability of companies to align their product portfolio towards chronic therapies for diseases such as cardiovascular, anti-diabetes, anti-depressants and anti-cancers, which are on the rise. The Indian Government has taken many steps to reduce costs and bring down healthcare expenses. The National Health Protection Scheme, which aims to offer universal healthcare, the ageing population, the rise in chronic diseases, and other government programmes, including the opening of pharmacies that offer inexpensive generic medications, should all contribute to boost the Indian pharmaceutical industry. Speedy introduction of generic drugs into the market has remained in focus and is expected to benefit the Indian pharmaceutical companies. In addition, the thrust on rural health programmes, lifesaving drugs and preventive vaccines also augurs well for the pharmaceutical companies.

*Source: [www.ibef.org](http://www.ibef.org)*

## **Business Overview**

Our Company is currently engaged in the business of selling various products in the categories ranging from pharmaceutical products, consumer durables to ayurvedic personal care products. Company's major focus area is pharmaceutical, sexual wellness, energy revitalization and personal care products. Changing lifestyle and awareness of health and wellness is increasing demand for sexual wellness and energy revitalization products. Current product portfolio is concentrated on pharma and ayurvedic products. Recently, our company newly launched Dava Discount - Dava Discount is supplying all the pharmaceutical products throughout the country with its Dava Discount franchisee. Our business objective is to provide all branded medicines at a discounted/reasonable/competitive price.

Rajnish wellness has PAN India presence. Company runs on asset light model and owns all the brands under its name. Rajnish is sourcing its all products from dedicated manufacturers since inception. It has outsourced all its manufacturing needs to various suppliers who are expert in particular product in India which enables company to adhere to the required specifications and quality in stipulated time.

Rajnish Wellness Limited has started the franchise model under the new brand name "DAVA DISCOUNT". Company has entered into multiple franchise agreement across India. Having foreseen the business opportunities and rapid increase in the number of people using internet as a platform for their buying their medicines and other healthcare and personal care products we came up with an idea of DAVA DISCOUNT. We also continue to have a tie up with various e-commerce websites like snapdeal.com, indiamart.com, clickoncare.com, lovenaturalremedies.com, ayurvedmart.com and fineyog.com etc. to sell the products.

Our Promoter Mr. Rajnishkumar Surendraprasad Singh is responsible for the tremendous growth achieved by our Company in the past. With the experience and knowledge of our promoter about the advertising, marketing, branding, direct and retail selling etc., we were able to grow our turnover in leaps and bounds. Our Promoters' unique ideas and innovative solutions to the various operational activities along with the team are the main strength of our Company.

## DAVA DISCOUNT

### A BRAND OF RAJNISH WELLNESS LIMITED

#### “THE CONCEPT”

Dava Discount is offering the business opportunities in domestic horizon covering all the state of the country. Dava Discount is supplying all the pharmaceutical products throughout the country with its Dava Discount franchisee. Our business objective is to

provide all branded medicines at a discounted price. Dava Discount franchisee assures you best of services for effective and unique marketing skills in the territory or pin code chosen by you and ensures timely supply of branded medicines at competitive prices.





## USP OF DAVA DISCOUNT



## Advantages of Owning a Monopoly Business



### Dava Discount Franchise



#### Single Store in One Pincode

One store in selected area will increase popularity and work

**20% OFF**

#### Flat 15% to 20% Discount

Only company to offer 15% to 20% discount on Medicines



#### Accelerated Growth

Accelerated growth in leads, conversions and customers to meet desired goals or to maximise profit in short duration

### ***Dava Discount Franchise*** vs ***Normal Medical Store***

Flat 15 to 20% off on Branded medicines (not generic)		Upto 5-10% discount on medicines (Generic & Branded)
Doctor prescribe branded medicines		Unavailability of prescribed medicines leads to use of alternative medicine
Discount on all branded medicines		Discount on selective medicines
First 3 months assured income of Rs. 1,00,000/- p.m.		No profit assurance
Less Investment, High Return		High Investment, less returns
Corporate marketing support i.e. Digital, Social		No Marketing support
Corporate support for license work		No support for license work
Back up for staff recruitment		No back up recruitment



### **Company Deliverables – Key Strengths**

***Excellence***

- Excellent in Sales & Marketing
- Strong legal team for licenses and compliances
- 21 states Pan India presence
- Goodwill you can rely upon

***Profitable Business Model***

- Less Investment, High return
- Corporate back up – Staff recruitment & Training
- Streamlines stock management & inventory analysis

***Creativity***

- Problem solving skills
- Pioneer of new ideas
- Creator or pilot programs





### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has robust internal controls systems (including Internal Financial Controls) that facilitates efficiency, reliability and completeness of accounting records and timely preparation of reliable financial and management information. The internal control system ensures compliance with all applicable laws and regulations facilitates optimum utilization of resources and protect the Company's assets and investors' interests. The Company's well-defined organizational structure, documented policy guidelines, defined authority matrix and internal controls ensure efficiency of operations, compliance with internal policies and applicable laws and regulations as well as protection of resources.. The Audit Committee of the Board regularly reviews significant audit findings of the Internal Audit system covering operational, financial and other areas.

### **RISK MANAGEMENT:**

Risk Management is an on-going process. Effective risk management is therefore critical to any organizational success. Globalization with increasing integration of markets, newer and more complex products and transactions and an increasingly stringent regulatory framework has exposed organizations to and integrated approach to risk management. Timely and effective risk management is of prime importance to our continued success. The sustainability of the business is derived from the following:

- Identification of the diverse risks faced by the Company.
- The evolution of appropriate systems and processes to measure and monitor them.
- Risk Management through appropriate mitigation strategies within the policy framework.
- Reporting these risk mitigation results to the appropriate managerial levels.

**CAUTIONARY STATEMENT:**

Statements in the Management Discussion & Analysis, describing the Company's objectives, projections and estimates are forward looking statement and progressive within the meaning of applicable laws & regulations. Actual result may vary from those expressed or implied. Important developments that could affect the Company's operations are significant changes in political and economic environment in India, tax laws, exchange rate fluctuation and related factors.

## ANNEXURE F TO THE DIRECTORS' REPORT

### CORPORATE GOVERNANCE REPORT

[As required under Reg.34 (3) and Schedule V(C) of Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015.]

The Company's shares are listed on:

Sr. No.	Name of the Stock Exchange	Date of Listing
1	BSE Limited	05-07-2018

#### **1. Corporate Governance Philosophy**

- The Company is committed to the highest standards of Corporate Governance Practices.
- The Company relies on strong corporate governance systems and policies of business for healthy growth, accountability and transparency. Good corporate governance will certainly help the Board and the management to carry out the objectives effectively for the benefit of the Company and its shareholders.
- The Company endeavours to ensure that highest standards of ethical conduct are maintained throughout the organization.
- The Company has complied with the requirements of corporate governance in accordance with the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **2. Board of Directors**

- The Board of Directors along with its committees provides focus and guidance to the Company's management and also directs and monitors the performance of the Company.
- The Board presently comprises of 7 Directors having experience with specialized skills in their respective fields. Out of them 1 is Managing Director and 3 are Non-Executive Non-Independent Director 3 Non-Executive Independent Director Including Woman Director.
- The Company has an Executive Chairman (Promoter).
- All the directors on the Board of the Company have made necessary declarations/disclosures regarding their other directorships along with committee positions held by them in other companies.

a) Composition and Category of directors :

Name of Director	Category
Rajnishkumar Surendraprasad Singh	Executive - Managing Director
Sanjjari Sanju Kashyap	Non-Executive - Non-Independent Director
Madhukar Devappa Imade	Non-Executive - Independent Director
Abhinandan Ashok Kumar Paliwal	Non-Executive - Independent Director
Richa Anil Dua	Non-Executive - Independent Director
Monam Kapoor	Non-Executive - Independent Director
Preeti	Non-Executive - Independent Director
Swati Jain	Non-Executive - Non-Independent Director
Saloni Mehra	Non-Executive - Non-Independent Director

b) Number of board meetings held during the year under review:  
During the year under review, 14 Board Meetings were held.

In compliance with the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the intervening period between two consecutive meetings did not exceed one hundred and twenty days (120 days). As per the disclosures given by the respective directors, no director is a member of more than ten committees and chairman of more than five committees, as specified in Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 across all the companies in which he/she is a director.

Further, no director is acting as independent director of more than seven listed companies and if he is a whole-time director of a listed Company, more than three companies.

Confirmation that in the opinion of the Board the Independent Directors fulfil the conditions specified in the Listing Regulations and are independent of the management:

The Board of Directors confirms that in its opinion the Independent Directors fulfil the conditions specified by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

Meeting of Independent Directors:

A meeting of the Independent Directors was held on 09<sup>th</sup> March 2023, inter alia, to review the performance of the Non- Independent Directors and the Board as a whole, to review the performance of the Chairperson of the Company and to assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

In the opinion of the Board, the Independent Directors fulfil the conditions specified in Regulation 25 read with Schedule IV of the Companies Act, 2013 and are independent of the management.

### **3. Committees Of Directors:**

#### **A. Audit Committee: -**

Brief description and terms of reference:

The Company has constituted a qualified and independent Audit Committee comprising of 3 members as independent directors in accordance with Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

The Committee is empowered with the role and powers as prescribed under Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

The Committee also acts in terms of reference and directions of the Board from time to time. The Committee acts as a link between the management, external and internal auditors and the Board of Directors of the Company.

The CFO, Internal Auditors and Statutory Auditors are also invited to the meetings, as required, to brief the Committee wherever required. The Company Secretary acts as the secretary of the Committee.

The Chairman of the Audit Committee also attended the last annual general meeting of the Company.

Composition, name of members and chairperson:

<b>Name of the Member</b>	<b>Nature of Directorship</b>	<b>Designation</b>
Madhukar Imade (up to 09-05-2023)	Non-Executive - Independent Director	Chairperson
Saloni Mehra (w.e.f 09-05-2023)	Non-Executive - Independent Director	Chairperson
Monam Kapoor	Non-Executive - Independent Director	Member
Rajnishkumar Singh	Executive Director	Member

Meetings and attendance during the Year 2022-2023

During Financial Year 2022-23, 4 Audit Committee meetings were held. The meetings were held on 30<sup>th</sup> May, 2022, 10<sup>th</sup> August, 2022, 27<sup>th</sup> October, 2022, 31<sup>st</sup> August, 2021 and 13<sup>th</sup> January, 2023 and the details of attendance of the directors in such meetings are as follows:

<b>Sr No.</b>	<b>Member's Name</b>	<b>No. of Meetings attended</b>
1	Madhukar Imade	4
2	Monam Kapoor	4
3	Rajnishkumar Singh	4

The necessary quorum was present at all the meetings.

Broad terms of reference of the Audit Committee are as per following:

The role of the audit committee shall include the following:

- 1 Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2 Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- 3 Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 4 Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - (a) Matters required being included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - (b) Changes, if any, in accounting policies and practices and reasons for the same;
  - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) Significant adjustments made in the financial statements arising out of audit findings;
  - (e) Compliance with listing and other legal requirements relating to financial statements;
  - (f) Disclosure of any related party transactions; (g) modified opinion(s) in the draft audit report;
- 5 Reviewing with the management, the quarterly financial statements before submission to the board for approval;
- 6 Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purpose so the than those stated in the offer document/prospectus / notice and the report submitted by the monitoring agency monitoring the utilization

- proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- 7 Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
  - 8 Approval or any subsequent modification of transactions of the listed entity with related parties;
  - 9 Scrutiny of inter-corporate loans and investments;
  - 10 valuation of undertakings or assets of the listed entity, wherever it is necessary;
  - 11 Evaluation of internal financial controls and risk management systems;
  - 12 reviewing, with the management, performance of statutory and Internal Auditors, adequacy of the internal control systems;
  - 13 Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  - 14 Discussion with internal auditors of any significant findings and follow up there on;
  - 15 Reviewing the finding so many internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
  - 16 Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  - 17 To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  - 18 To review the functioning of the whistle blower mechanism;
  - 19 Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
  - 20 Carrying out any other function as is mentioned in the terms of reference of the audit committee.

## **B. Nomination and Remuneration Committee (NRC): -**

The Committee is empowered with the role and powers as prescribed under Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 178 of the Companies Act, 2013 and in the Nomination & Remuneration Policy of the Company. The Committee also acts in terms of reference and directions of the Board from time to time.

The Nomination and Remuneration Committee reviews the profiles & experience, performance appraisals and recommends, the remuneration package payable to Executive Director(s), Key Managerial Personnel and other senior executives in the top level management of the Company and others of their appointment to and acts in terms of reference of the Board from time to time.

### **Composition, name of members and chairperson:**

<b>Name of the Member</b>	<b>Nature of Directorship</b>	<b>Designation</b>
Abhinandan Ashok Paliwal	Non-Executive - Independent Director	Chairperson
Sanjjari Sanju Kashyap	Non-Executive - Independent Director	Member
Madhukar Imade (up to 09-05-2023)	Non-Executive - Independent Director	Member
Saloni Mehra (w.e.f. 09-05-2023)	Non-Executive - Independent Director	Member

### Meetings and attendance during the Year 2022-2023

During Financial Year 2022-23, 1 Nomination and Remuneration Committee meetings were held. The meetings were held on 13<sup>th</sup> January, 2023 and the details of attendance of the directors in such meetings are as follows:

<b>Sr No.</b>	<b>Member's Name</b>	<b>No. of Meetings attended</b>
1	Abhinandan Ashok Paliwal	1
2	Sanjjari Sanju Kashyap	1
3	Madhukar Imade	1

The necessary quorum was present at all the meetings.

Role of Nomination and Remuneration Committee inter-alia, include the following:

1. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
2. Devising a policy on Board diversity;
3. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal; and
5. Whether to extend or continue the term of appointment of the appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

### Remuneration Policy

The Nomination and Remuneration Policy devised in accordance with Section 178(3) and (4) of the Companies Act, 2013 is available at the website of the Company: [www.rajnishwellness.com](http://www.rajnishwellness.com) Further, criteria of making payments to non-executive directors, the details of remuneration paid to all the Directors and the other disclosures required to be made under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been published below:

### Remuneration of Directors

The remuneration of the Whole- Time Director is recommended by the Remuneration Committee and then approved by the Board of Directors and subsequently by the shareholders in general meeting within the limits prescribed in Companies Act, 2013. The non-executive directors are paid sitting fees for Board meetings attended by them.

### Performance evaluation criteria for Independent Directors:

Independent Directors have three key roles to play; those are:

- a. Governance
- b. Control
- c. Guidance

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the Nomination and Remuneration Committee has recommended the guidelines for the evaluation of performance of Independent Directors. This largely includes:

- The qualification and experience of Independent Directors.
- The groundwork the Independent Directors perform before attending the meetings to enable them in giving valuable inputs during meetings.
- The exposure of Independent Directors in different areas of risks the entity faces and advices from them to mitigate the same.

In line with the Corporate Governance guidelines, evaluation of all Board members is done on an annual basis. This evaluation is done by the entire Board led by the Chairman with specific focus on the performance and effective functioning of the Board, the Committees of the Board, the individual directors and the same is reported to the Board. The evaluation process also considers the time spent by each of the Board members, core competencies, personal characteristics, accomplishment of specific responsibilities and expertise.

The entire Board of Directors (excluding the director being evaluated) held the performance evaluation of Independent Directors and on the basis of performance evaluation, the Board decided to continue the term of appointment of Independent Directors.

Performance evaluation was done by the respective bodies on 13<sup>th</sup> January, 2023. Remuneration of Directors:

### **C. Stakeholders' Relationship Committee:-**

The composition of the Stakeholders' Relationship Committee is as under:

<b>Name of the Member</b>	<b>Nature of Directorship</b>	<b>Designation</b>
Richa Anil Dua (up to 09-05-2023)	Non-Executive - Independent Director	Chairperson
Monam Kapoor	Non-Executive - Independent Director	Member
Abhinandan Paliwal	Non-Executive - Independent Director	Member
Saloni Mehra (w.e.f. 09-05-2023)	Non-Executive - Independent Director	Chairperson

During Financial Year 2022-23, 1 Stakeholders' Relationship Committee meetings were held. The meetings were held on 13<sup>th</sup> January, 2023 and the details of attendance of the directors in such meetings are as follows:

<b>Sr No.</b>	<b>Member's Name</b>	<b>No. of Meetings attended</b>
1	Saloni Mehra	1
2	Monam Kapoor	1
3	Abhinandan Ashok Kumar Paliwal	1

The necessary quorum was present at all the meetings.

The Stakeholders' Relationship Committee is empowered to oversee the redressal of investors' complaints pertaining to share transfer, non-receipt of annual reports, dividend payments, issue of duplicate share certificate, transmission of shares and other miscellaneous complaints.



In accordance with Regulation 6 of the SEBI (LODR) Regulations, 2015, the Board has authorized the Company's Registrar and Transfer Agent (RTA) Bigshare Services Private Limited to approve the share transfers/ transmissions and to comply with other formalities in relation thereto in coordination with the Compliance Officer of the Company.

All the investors' complaints, which cannot be settled at the level RTA and the Compliance Officer, will be placed before the Committee for final settlement.

#### **D. Risk Management Committee:-**

The Board of Directors of the Company has formed a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for monitoring and reviewing the risk management plan and ensuring its effectiveness. The Risk Management Committee is duly constituted w.e.f 29/08/2023.

The composition of the Risk Management Committee is as under:

<b>Name of the Member</b>	<b>Nature of Directorship</b>	<b>Designation</b>
Rajnishkumar Singh	Executive Director	Chairperson
Preeti	Non-Executive - Independent Director	Member
Monam Kapoor	Non-Executive - Independent Director	Member

#### **Brief description of terms of reference:**

The Risk Management Committee is constituted in line with the provisions of Regulation 21 of the Listing Regulations. The brief terms of reference of the Committee is to formulate, monitor and review risk management policy and plan, inter alia, covering investment of surplus funds, management of foreign exchange risks, cyber security risks, data privacy risks and other risks associated to the Company.

#### **The terms of reference or Role of the RMC are as follows:**

- (1) To formulate a detailed risk management policy which shall include:
  - (a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  - (b) Measures for risk mitigation including systems and processes for internal control of identified risks.
  - (c) Business continuity plan.
- (2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- (3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- (4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- (5) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- (6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

## **GENERAL BODY MEETINGS**

Particulars of the past three Annual General Meetings

<b>Financial Year</b>	<b>Date of AGM</b>	<b>Time</b>	<b>Venue</b>	<b>Special Resolution Passed</b>
2019-2020	26/12/2020	09.30 A.M	Plot No. 24, ABCD, Govt. Industrial Estate, Charkop, Kandivali (West), Mumbai - 400 067	No
2020-2021	30/09/2021	10.00 A.M		No
2021-2022	30/09/2022	04.00 P.M		No

Particulars of the past three Extra Ordinary General Meetings

<b>Financial Year</b>	<b>Date of EOGM</b>	<b>Time</b>	<b>Venue</b>	<b>Special Resolution Passed</b>
2021-2022	13/12/2021	10.30 A.M	Plot No. 24, ABCD, Govt. Industrial Estate, Charkop, Kandivali (West)	Yes
2021-2022	09/03/2022	09.00 A.M	Plot No. 24, ABCD, Govt. Industrial Estate, Charkop, Kandivali (West) Mumbai - 400067.	Yes
2022-2023	11/07/2022	09.00 A.M	Sammelan Hall, A101, Samarth Complex, Jawahar Nagar, Goregaon (West), Mumbai — 400 104.	Yes

## **POSTAL BALLOT**

<b>Financial Year</b>	<b>Date of Declaration of Results</b>	<b>Procedure for Postal Ballot</b>	<b>Whether any Special Resolution is proposed and Passed through postal Ballot</b>
2021-2022	16.02.2022	The procedure for postal ballot is as per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.	Migration of Listing / Trading of Equity Shares of the Company from SME Platform of BSE Ltd (BSE - SME) to Main Board of BSE Ltd as well as on Main Board of National Stock Exchange of India Limited:
2022-2023	29.12.2022	The procedure for postal ballot is as per Section 110 of the Companies Act,	Sub-division/split of equity shares of the company, 1 (One) equity share having face value

		2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.	of Rs.2/- (Rupees Two only) each into 2 (Two) equity shares of Re. 1/- (Rupee One only).
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### **MEANS OF COMMUNICATION**

The Board of Directors of the Company approves and takes on record the quarterly, half yearly and yearly financial results in the preforma prescribed by the Stock Exchanges and announces forthwith the results to the Stock Exchanges where the shares of the Company are listed pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **SHARE TRANSFER SYSTEM**

The Company processes the share transfer and other related shareholders services through Registrar & Share transfer Agent (RTA) on a fortnight basis. The share transfer in physical form is registered within 15 days from the date of receipt, provided the documents are complete in all respects.

### **STOCK PERFORMANCE**

Monthly High and Low prices of equity shares of The Company at National Stock Exchange of India Limited during the period under review in comparison BSE Sensex

Month & Year	RAJNISH		BSE SENSEX	
	High	Low	High	Low
April 2022	5.75	2.67	60,845.10	56,009.07
May 2022	6.77	5.53	57,184.21	52,632.48
June 2022	8.03	5.42	56,432.65	50,921.22
July 2022	10.55	7.05	57,619.27	52,094.25
August 2022	11.93	8.57	60,411.20	57,367.47
September 2022	9.15	7.28	60,676.12	56,147.23
October 2022	8.25	5.75	60,786.70	56,683.40
November 2022	12.75	7.75	63,303.01	60,425.47
December 2022	15.50	12.68	63,583.07	59,754.10
January 2023	20.50	14.85	61,343.96	58,699.20
February 2023	20.50	17.30	61,682.25	58,795.97
March 2023	19.38	14.71	60,498.48	57,084.91

### **COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK**

The Company operates in single segment, therefore there are no such commodity price risks. However, the Company keeps close watch on the price risk of input material.

### **OTHER DISCLOSURES**

Disclosures of transactions of the Company with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the Company.

During the year there was no transaction of the Company with any person or entity belonging to the promoter/promoter group which holds 10% or more shareholding in the Company.

Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large;

During the year under review, besides the transactions reported the financial statements for the year ended 31<sup>st</sup> March 2023 in the Annual Report, there were no other material related party transactions of the Company with the related parties that may have a potential conflict with the interest of the Company at large. All related party transactions are placed before the Audit Committee of the Board periodically and placed for Board's information if required. Further there are no material individual transactions that are not in normal course of business or not on an arm's length basis.

Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years;

There have been no instances of non-compliance on any matter as regards the rules and regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India or any other statutory authority relating to capital markets during the last three years. No penalties or strictures have been imposed by them on the Company.

Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the audit committee;

The Company had a Whistle Blower Policy and put in place a mechanism to monitor the actions taken on complaints received under the said policy. This Policy also outlines the reporting procedure and investigation mechanism to be followed in case an employee blows the whistle for any wrong-doing in the Company. No personnel have been denied access to the Audit Committee.

Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

During the financial year the Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

Fees Paid to The Statutory Auditors:

Total fees for all services paid by the Company to statutory auditors of the Company and other firms in the network entity of which the statutory auditors are a part, during the year ended March 31, 2023 is INR 3,00,000/-.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

<b>Number of complaints filed during the financial year.</b>	<b>Number of complaints disposed of during the financial year.</b>	<b>Number of complaints pending as on end of the financial year.</b>
Nil	Nil	Nil

Disclosure of Accounting Treatment:

The financial statements of the Company have been prepared in accordance with Indian Accounting Standard (“Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 read with Section 133 of the Companies Act, 2013.

Disclosure by Senior Management:

All the Directors and Senior Management Executives of the Company have affirmed compliance with the Code of Conduct for Directors and Senior Management Executives of the Company as applicable to them for the year ended March 31, 2023.

Share Transfer Compliance and Share Capital Reconciliation:

A qualified practicing Company Secretary carries out reconciliation of share capital Audit, on quarterly basis to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

Discretionary Requirements:

During the year the Company has not adopted any discretionary requirements as specified in Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The company has complied with corporate governance requirement specified in regulation 17 to 27 and clause (b) to (i) of sub regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Declaration for Compliance of The Company’s Code of Conduct:

In compliance with the requirements of regulation 17(5) of the SEBI (LODR) Regulations, the Code of Conduct, inter alia, incorporates the duties of Independent Directors as laid down in the Companies Act, 2013. All the Directors and Senior Management Executives of the Company have affirmed compliance with the Code of Conduct for Directors and Senior Management Executives of the Company as applicable to them for the year ended March 31, 2023.

Disclosures with Respect to Demat Suspense Account/Unclaimed Suspense Account:

There are no shares lying in the Demat suspense account or unclaimed suspense account of the Company and hence the details of the same are not provided.

**For Rajnish Wellness Limited**

**Sd/-**

**Rajnishkumar Surendraprasad Singh**

**Managing Director**

**DIN 07192704**

**Date: 01.09.2023**

**Place: Mumbai**

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

The Securities and Exchange Board of India (SEBI) vide circular SEBI/HO/CFD/CMD-2/P/ CIR/2021/562, has mandated from the Financial Year 2022-2023 filing of Business Responsibility and Sustainability Report (BRSR) for the top 1000 listed companies (by market capitalization) and shall replace the existing Business Responsibility Report.

Rajnish Wellness Limited (RWL) presents its first Business Responsibility and Sustainability Report (BRSR) aligned with the National Voluntary Guidelines (NVGs) on Social, Environmental and Economic Responsibilities of Business, issued by Ministry of Corporate Affairs (MCA) and in accordance with Regulation 24(2)(f) of the SEBI (LODR) Regulations, 2015, as amended from time to time.

RWL believes in conducting its business activities in a responsible and sustainable manner by creating value for stakeholders, conserve resources, giving back to the community and maintaining transparency.

RWL is one of the leading brands in manufacturing selling various ayurvedic medicinal products for personal sexual wellness of the consumers. Our product portfolio covers ayurvedic ethical medicines, personal care products, medicinal sexual sexual enhancement products which are easily available across the medical counters. Our flagship brand, “PlayWin” has taken sexual wellness our consumers to new high. Due to stressful lifestyle, men and women both experience the low sex drive and unsatisfied sex life. PlayWin takes care of the sexual wellness enhancement of both men and women to deliver the quality sex life.

### BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING FORMAT

#### SECTION A: GENERAL DISCLOSURES

##### I. Details of the listed entity

1	Corporate Identity Number (CIN) of the Listed Entity	L52100MH2015PLC265526
2	Name of the Listed Entity	RAJNISH WELLNESS LIMITED
3	Year of incorporation	13/06/2015
4	Registered office address	Plot no 24ABCD, Government Industrial Estate, Charkop Road, near Hindustan Naka, opp. 125 IPCA, Kandivali West, Mumbai, Maharashtra 400067
5	Corporate address	Plot no 24ABCD, Government Industrial Estate, Charkop Road, near Hindustan Naka, opp. 125 IPCA, Kandivali West, Mumbai, Maharashtra 400067
6	E-mail	info@rajnishwellness.com
7	Telephone	(+91) 9321111093
8	Website	www.rajnishwellness.com
9	Financial year for which reporting is being done:	
	Current Financial Year	01-04-2022 to 31-03-2023
	Previous Financial Year	01-04-2021 to 31-03-2022
	Prior to Previous Financial Year	01-04-2020 to 31-03-2021
10	Name of the Stock Exchange(s) where shares are listed	Bombay Stock Exchange Limited
11	Paid-up Capital (in Rs)	76,84,74,660
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Ms. Anupma Kashyap, Contact: (+91) 9870659809, Email: cs@rajnishwellness.com
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together)	Standalone Basis

## II. Products/services

14. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Selling and Trading	Branded Medicines (Ayurvedic medicine Playwin is Company's own brand)	78%
2	Selling and Trading	Branded Electronic Brands	16%

15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Selling and Trading Branded Medicine	2100	78%
2	Selling and Trading Branded Electronic Products	4659	16%

## III. Operations

16. Number of locations where plants and/or operations/office of the entity are situated:

Location	Number of plants	Number of offices	Total
National	0	1	1
International	0	0	0

17. Markets served by the entity:

A. Number of locations

Locations	Number
National (No. of States)	6
International (No. of Countries)	0

B. What is the contribution of exports as a percentage of the total turnover of the entity? - 0.00%

C. A brief on types of customers - Lower and Middle Income Group

## IV. Employees

18. Details as at the end of Financial Year:

A. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female		Others	
			No. (B)	% (B / A)	No. (C)	% (C / A)	No. (H)	%(H/A)

### EMPLOYEES

1.	Permanent (D)	19	8	42.10%	11	57.90%	0	0
2.	Other than Permanent (E)	26	23	88.46%	3	11.54%	0	0
3.	Total employees (D + E)	45	8	68.89%	14	45.16%	0	0

### WORKERS

4.	Permanent (F)	0	0	0	0	0	0	0
5.	Other than Permanent (G)	0	0	0	0	0	0	0
6.	Total workers (F + G)	0	0	0	0	0	0	0

**B. Differently abled Employees and Workers :**

Sr. No	Particulars	Total (A)	Male		Female		Others	
			No. (B)	% (B / A)	No. (C)	% (C / A)	No. (H)	% (H/A)

**DIFFERENTLY ABLED EMPLOYEES**

1.	Permanent (D)	0	0	0	0	0	0	0
2.	Other than Permanent (E)	0	0	0	0	0	0	0
3.	Total differently abled employees (D + E)	0	0	0	0	0	0	0

**DIFFERENTLY ABLED WORKERS**

4.	Permanent (F)	0	0	0	0	0	0	0
5.	Other than permanent (G)	0	0	0	0	0	0	0
6.	Total differently abled workers (F + G)	0	0	0	0	0	0	0

**19. Participation/Inclusion/Representation of Women**

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	7	5	71.40%
Key Management Personnel	2	1	50.00%

**20. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)**

	Turnover rate in current FY (2022-23)				Turnover rate in previous FY (2021-22)				Turnover rate in the year prior to the previous FY (2020-21)			
	Male	Female	Other	Total	Male	Female	Other	Total	Male	Female	Other	Total
Permanent Employees	0.00%	5.55%	0.00%	0.00%	5.55%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Permanent Workers	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%

**V. Holding, Subsidiary and Associate Companies (including joint ventures)**

**21. (a) Names of holding / subsidiary / associate companies / joint ventures**

S. No.	Name of the holding/ subsidiary/ associate companies/ joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held	Does the entity indicated at column A, participate in the Business by listed entity Responsibility initiatives of the listed entity? (Yes/No)
	NA			

**VI. CSR Details**

**21. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No) – NO**

(i) Turnover (in Rs.): 25,02,60,665 (ii) Net worth (in Rs.): 68,17,656,000 (iii) Profit (in Rs): 46,01,000



VII. Transparency and Disclosures Compliances

22. Complaints/Grievances on any of the principles

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)	(If Yes, then provide web-link for grievance redress policy)	FY (2022-23)			PY (2021-22)		
			Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Re marks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Re marks
Communities	YES	<a href="https://rajnishwellness.com/wp-content/uploads/2022/04/Investor-Grievance-Redressal-Policy.pdf">https://rajnishwellness.com/wp-content/uploads/2022/04/Investor-Grievance-Redressal-Policy.pdf</a>	0	0	0	0	0	0
Investors (other than shareholders)	YES	<a href="https://rajnishwellness.com/wp-content/uploads/2022/04/Investor-Grievance-Redressal-Policy.pdf">https://rajnishwellness.com/wp-content/uploads/2022/04/Investor-Grievance-Redressal-Policy.pdf</a>	0	0	0	0	0	0
Shareholders	YES	<a href="https://rajnishwellness.com/wp-content/uploads/2022/04/Investor-Grievance-Redressal-Policy.pdf">https://rajnishwellness.com/wp-content/uploads/2022/04/Investor-Grievance-Redressal-Policy.pdf</a>	0	0	0	0	0	0
Employees and workers	YES	<a href="https://rajnishwellness.com/wp-content/uploads/2022/04/Investor-Grievance-Redressal-Policy.pdf">https://rajnishwellness.com/wp-content/uploads/2022/04/Investor-Grievance-Redressal-Policy.pdf</a>	0	0	0	0	0	0
Customers	YES	<a href="https://rajnishwellness.com/wp-content/uploads/2022/04/Investor-Grievance-Redressal-Policy.pdf">https://rajnishwellness.com/wp-content/uploads/2022/04/Investor-Grievance-Redressal-Policy.pdf</a>	0	0	0	0	0	0
Value Chain Partners	YES	<a href="https://rajnishwellness.com/wp-content/uploads/2022/04/Investor-Grievance-Redressal-Policy.pdf">https://rajnishwellness.com/wp-content/uploads/2022/04/Investor-Grievance-Redressal-Policy.pdf</a>	0	0	0	0	0	0
Other (please specify)	NA							

23. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive)
1	Social Responsibility	O	RWL's business objectives and principals have been mapped with various industry trends. This analysis has enabled in identification of the risks and opportunities for RWL	--	Positive Implications
2	Water Management	O	RWL's business objectives and principals have been mapped with various industry trends. This analysis has enabled in identification of the risks and opportunities for RWL	-	Positive Implications
3	Governance, Ethics and Transparency	O	RWL's business objectives and principals have been mapped with various industry trends. This analysis has enabled in identifying the risks and opportunities for RWL	--	Positive Implications
4	Material Sourcing	R	RWL's business objectives and principals have been mapped with various industry trends. This analysis has enabled in identification of the risks and opportunities for RWL	The Company is continuously exploring the possibilities to enlarge its supplier base and have long-term contracts.	Negative Implications

5	Compliance	R		Risk registers are developed for each location and drilled to each function, including the business's compliance aspects. The heads of respective locations are responsible to manage the risks and ensure compliance with the regulatory requirements.	Negative Implications
6	Risk Identification and Management	R	RWL's business objectives and principles have been mapped with various industry trends. This analysis has enabled in identifying the risks and opportunities for RWL	The Company has established a risk management policy that defines the overall risk management framework covering guidelines for risk identification, assessment, prioritization, mitigation, and monitoring. The risk management committee of the Board oversees and reviews the risk management framework as well as the assessment of risks, their management, and mitigation procedures. The committee reports its findings and recommendations to the Board.	Negative Implications

## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
a. Web Link of the Policies, if available	https://rajnishwellness.com/condes-policies-others/								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4. Name of the national and international codes/certifications/labels/ standards (e.g., Forest Stewardship Council, Fair trade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	The policies are based on Food Safety and Standards.								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	The commitments and goals wherever required are set by the Company and have been mentioned in Annual Report wherever applicable								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	N.A								
Governance, leadership and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	<p>In keeping with Company's commitment to reducing the environmental impact of business, the Company has implemented a rigorous risk assessment as part of Business Risk Management framework. The procedure entails a thorough examination of all of our processes, raw materials, products, and services, as well as identifying and quantifying the importance of Environmental Aspects and Associated Impacts.</p> <p>The Board of the Company reviews the matters related to ESG and business responsibility activities from time to time. The Company continues to focus on increasing the recyclable content in plastics and waste water.</p>								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Rajnish Kumar Singh, Managing Director								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No).	YES								
If yes, provide details.	The Corporate Social Responsibility Committee and the Risk Management Committee constituted by the Board of the Company evaluated the sustainability related issues from time to time.								

10. Details of Review of NGRBC's by the Company:																		
Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance against Above policies and follow up action	Director Committee of the Board									Quarterly								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Director Committee of the Board									Quarterly								

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9
		No							

12. If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the Principles material to its business (Yes/No)	No	No	No	No	No	No	No	No	No
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	No	No	No	No	No	No	No	No	No
The entity does not have the financial or/ human and technical resources available for the task (Yes/No)	No	No	No	No	No	No	No	No	No
It is planned to be done in the next financial year (Yes/No)	No	No	No	No	No	No	Yes	No	No
Any other reason (please specify)							The policy is in the draft stage;		

### SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

**PRINCIPLE 1 BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY, AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE.**

**Essential Indicators**

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	5	The Company conducts familiarization programmes for its Board of Directors at regular intervals in discussing various topics such as Corporate Governance, Corporate Social Responsibility, Business Growth and sustainability and various other regulatory updates.	100.00%
Key Managerial Personnel	5	The Company conducts familiarization programmes for its Key Managerial Personnel at regular intervals in discussing various topics such as Corporate Governance, Corporate Social Responsibility, Business Growth and sustainability and various other regulatory updates.	100.00%
Employees other than BoD and KMPs	4	The Employee and workers were given sessions on health & safety, skill development programme, Information on cyber security awareness, programmes on mental and physical well being.	100.00%
Workers	6	The Employee and workers were given sessions on health & safety, skill development programme, Information on cyber security awareness, programmes on mental and physical well being.	100.00%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary	
Penalty/ Fine	NA
Settlement	NA
Compounding fee	NA

Details of penalty or fine					
Sr.	NGRBC Principle	Name of the regulatory/enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
NA					

Details of settlement					
Sr.	NGRBC Principle	Name of the regulatory/enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
NA					

Details of compounding fee					
Sr.	NGRBC Principle	Name of the regulatory/enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
NA					

Non - Monetary	
Imprisonment	NA
Punishment	NA

Details of imprisonment					
Sr.	NGRBC Principle	Name of the regulatory/enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
NA					

Punishment					
Sr.	NGRBC Principle	Name of the regulatory/enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
NA					

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed

Details of the Appeal or Revision Preferred in cases where Monetary or Non-Monetary action has been Appealed		
Sr.	Case Details	Name of the regulatory/ enforcement agencies/judicial institutions
NA		

4. Does the entity have an anti-corruption or anti-bribery policy? : YES

If yes, provide details in brief Provide a web-link to the policy, if available	The Company has code of conduct and whistle blowing mechanism that serve as guiding principal for the Directors and Senior management.
Web link anticorruption or anti bribery policy is place	<a href="https://rajnishwellness.com/codes-policies-others/">https://rajnishwellness.com/codes-policies-others/</a>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY (2022-23)	PY (2021-22)
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

6. Details of complaints with regard to conflict of interest:

	FY (2022-23)		PY (2021-22)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	NA	0	NA
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	NA	0	NA

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.: N.A

#### Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year

Sr. No.	Total number of awareness programmes held	Topics / principles covered under the training	Percentage of value chain partners covered (by value of business done with such partners) under the awareness programmes
1	3	First Aid, Fire Fighting, Excise Programmes	Approx 50%

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? : YES

Provide details of the entity have processes in place to avoid/manage conflict of interests involving members of the Board.	<p>The Company's code of Conduct and policy on dealing with the related party transactions requires that the management avoids any transaction directly or indirectly in which they have a direct or indirect interest that conflict the interests of the Company.</p> <p>Further, every member of the Board and senior management is required to submit an affirmation of compliance with the provisions of the Code of Conduct annually.</p>
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**PRINCIPLE 2 BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE**

**Essential Indicators**

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	FY(2022-23)	PY(2021-22)	Details of improvements in environmental and social impacts
R&D	0.00%	0.00%	NA
Capex	0.00%	0.00%	NA

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No) : No

b. If yes, what percentage of inputs were sourced sustainably? :

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for

(a) Plastics (including packaging): Plastic waste is collected and disposed to authorized vendors

(b) E-waste: Disposed to authorized vendors

(c) Hazardous waste: N.A.

(d) other waste: Other waste such as glass, paper etc. is collected and disposed to authorized vendors

Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No): YES

If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same. : YES

**Leadership Indicators**

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)?	No																																										
If yes, provide details	NA																																										
2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.	NA																																										
3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).	NA																																										
4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:																																											
	<table border="1"> <thead> <tr> <th></th> <th colspan="3">FY (2022-23)</th> <th colspan="3">PY (2021-22)</th> </tr> <tr> <th></th> <th>Re-Used</th> <th>Recycled</th> <th>Safely Disposed</th> <th>Re-Used</th> <th>Recycled</th> <th>Safely Disposed</th> </tr> </thead> <tbody> <tr> <td>Plastics (including packaging)</td> <td>0</td> <td>0</td> <td>0</td> <td>0</td> <td>0</td> <td>0</td> </tr> <tr> <td>E waste</td> <td>0</td> <td>0</td> <td>0</td> <td>0</td> <td>0</td> <td>0</td> </tr> <tr> <td>Hazardous waste</td> <td>0</td> <td>0</td> <td>0</td> <td>0</td> <td>0</td> <td>0</td> </tr> <tr> <td>Other Waste</td> <td>NA</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>		FY (2022-23)			PY (2021-22)				Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed	Plastics (including packaging)	0	0	0	0	0	0	E waste	0	0	0	0	0	0	Hazardous waste	0	0	0	0	0	0	Other Waste	NA					
	FY (2022-23)			PY (2021-22)																																							
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed																																					
Plastics (including packaging)	0	0	0	0	0	0																																					
E waste	0	0	0	0	0	0																																					
Hazardous waste	0	0	0	0	0	0																																					
Other Waste	NA																																										
5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category	NA																																										

**PRINCIPLE 3 : BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS**

**Essential Indicators**

1. a. Details of measures for the well-being of employees:

Category	% of employees covered by									
Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
	Num-ber (B)	%(B / A)	Num-ber (C)	%(C / A)	Number (D)	%(D / A)	Number (E)	%(E / A)	Num-ber (F)	%(F / A)

Permanent employees

Male	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Female	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Other	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Total	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%

Other than permanent employees

Male	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Female	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Other	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Total	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%

b. Details of measures for the well-being of workers:

Category	% of workers covered by									
Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
	Num-ber (B)	%(B / A)	Num-ber (C)	%(C / A)	Number (D)	%(D / A)	Number (E)	%(E / A)	Num-ber (F)	%(F / A)

Permanent employees

Male	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Female	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Other	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Total	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%

Other than permanent employees

Male	250	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Female	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Other	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Total	250	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%

2. Details of retirement benefits						
Benefits	FY (2022-23)			PY (2021-22)		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total Employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	0.00%	0.00%	Yes	0.00%	0.00%	Yes
Gratuity	0.00%	0.00%	Yes	0.00%	0.00%	Yes
ESI	0.00%	0.00%	Yes	0.00%	0.00%	Yes
Others – please specify	NA					

3. Accessibility of workplaces	
Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016?	Yes
If not, whether any steps are being taken by the entity in this regard.	NA

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016?	Yes
If so, provide a web-link to the policy.	Company does not have differently abled person

5. Return to work and Retention rates of permanent employees and workers that took parental leave.				
Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	0	0	0	0
Female	0	0	0	0
Other	0	0	0	0
Total	0	0	0	0

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker?	Yes	
If yes, give details of the mechanism in brief.	Yes/No	(If Yes, then give details of the mechanism in brief)
Permanent Workers	Yes	The Company has established a transparent & impartial complaint resolution process with the goal of addressing concerns as quickly as possible & in compliance with the law. There has been a Code of Conduct for Workers which provides ways for assessing, investigating & reporting of complaints.
Other than Permanent Workers	Yes	
Permanent Employees	Yes	For Employees, the Company has a vigil mechanism to deal with instance of fraud and mismanagement; if any. The Vigil Mechanism ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.
Other than Permanent Employees	Yes	

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY (2022-23)			PY (2021-22)		
	Total employ-ees/workers in respective category (A)	No.of employees / workers in respec-tive category, who are part of association(s) or Union (B)	% (B / A)	Total employ-ees / workers in respective category (C)	No. of employees / workers in respec-tive category,who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees	0	0	0.00%	0	0	0.00%
Male	0	0	0.00%	0	0	0.00%
Female	0	0	0.00%	0	0	0.00%
Other	0	0	0.00%	0	0	0.00%
Total Permanent Workers	0	0	0.00%	0	0	0.00%
Male	0	0	0.00%	0	0	0.00%
Female	0	0	0.00%	0	0	0.00%
Other	0	0	0.00%	0	0	0.00%

8. Details of training given to employees and workers:

Category	FY (2022-23)					PY (2021-22)				
	Total (A)	On Health and safety measures		On Skill upgrada-tion		Total (D)	On Health and safety measures		On Skill upgrada-tion	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	0	0	0.00%	0	0	0.00%	0	0	0.00%	0
Female	0	0	0.00%	0	0	0.00%	0	0	0.00%	0
Other	0	0	0.00%	0	0	0.00%	0	0	0.00%	0
Total	0	0	0.00%	0	0	0.00%	0	0	0.00%	0
Workers	0	0	0.00%	0	0	0.00%	0	0	0.00%	0
Male	0	0	0.00%	0	0	0.00%	0	0	0.00%	0
Female	0	0	0.00%	0	0	0.00%	0	0	0.00%	0
Other	0	0	0.00%	0	0	0.00%	0	0	0.00%	0
Total	0	0	0.00%	0	0	0.00%	0	0	0.00%	0

9. Details of performance and career development reviews of employees and worker:

Category	FY (2022-23)			PY (2021-22)		
	Total (A)	No. (B)	% (B / A)	Total (D)	No. (E)	% (E / D)
Employees						
Male	0	0	0.00%	0	0	0.00%
Female	0	0	0.00%	0	0	0.00%
Other	0	0	0.00%	0	0	0.00%
Total	0	0	0.00%	0	0	0.00%
Workers						
Male	0	0	0.00%	0	0	0.00%
Female	0	0	0.00%	0	0	0.00%
Other	0	0	0.00%	0	0	0.00%
Total	0	0	0.00%	0	0	0.00%

10. Health and safety management system:	
a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No).	Yes
If yes, the coverage such system?	The Company has in placed Health and Safety Policy which effectively managed to reduce risks in the workplace of company. It provides structured management approach to control safety & environmental risks
b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?	Step 1: Collect Existing Information about Workplace Hazards. Step 2: Inspect the Workplace for Safety Hazards. Step 3: Identify Health & Work-Related Hazards. Step 4: Conduct Incident Investigations. Step 5: Identify Hazards Associated with Emergency Situations
c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks?	Yes
d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services?	Yes

11. Details of safety related incidents, in the following format:			
Safety Incident/Number	Category	FY (2022-23)	PY (2021-22)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0	0
Total recordable work-related injuries	Employees	0	0
	Workers	0	0
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

12. Describe the measures taken by the entity to ensure a safe and healthy work place.	The Company provides training to its workers in area of fire fighting, provide first aid training, all drivers are certified trainer and registered under IOC
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13. Number of Complaints on the following made by employees and workers:						
	FY (2022-23)			PY (2021-22)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	NA	0	0	NA
Health & Safety	0	0	NA	0	0	NA

14. Assessments for the year:	
	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100.00%
Working Conditions	100.00%
15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.	Various safety protocols and hierarchy of controls are in place to mitigate hazards and ensure safety of workplace and its team members. Working conditions and other Risk are regularly reviewed and rectified.

<b>Leadership Indicators</b>				
1. Does the entity extend any life insurance or any compensatory package in the event of death of				
(A) Employees (Y/N)				Yes
(B) Workers (Y/N).				Yes
2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.			Suppliers are assessed and it is ensured that statutory requirements are met by the partners.	
3. Provide the number of employees / workers having suffered high consequence work related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:				
	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY (2022-23)	PY (2021-22)	FY (2022-23)	PY (2021-22)
Employees	0	0	0	0
Workers	0	0	0	0
4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)				No
5. Details on assessment of value chain partners:				
	% of value chain partners (by value of business done with such partners) that were assessed			
Health and safety practices	50.00%			
Working Conditions	50.00%			
6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.			No corrective action plan has been necessitated	

**PRINCIPLE 4: BUSINESSES SHOULD RESPECT THE INTERESTS OF AND  
BE RESPONSIVE TO ALL ITS STAKEHOLDERS**

**Essential Indicators**

1. Describe the processes for identifying key stakeholder groups of the entity.		The Company values all the stakeholders of the Company and maintains long term cordial relationship with them. The Stakeholders are determined based on the significance of their impact on the business			
2 .List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.					
Sr.	Stakeholder Group	Whether identified as Vulnerable & Marginalized Group	Channels of communication	Frequency of engagement	Purpose and scope of engagement including key topics and concerns raised during such engagement
1	Employee	No	E-mail	Continuous	Enhance efficiency, Equal opportunities, clear communication
2	Shareholders	No	Website	Quarterly	Business Updates and performance details on finance
3	Legal/Auditors/Consultants	No	E-mail	Continuous	Advice on business, legal and tax related issue
4	Suppliers	No	E-mail	Continuous	Payment Cycle, Business Obligations and Mutual expectation

**Leadership Indicators**

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.	Respective business heads engage with the stakeholders on various business functions, and feedback from such consultation is provided to the Board, wherever applicable. The board is informed through the stakeholder relationship committee, which receives the necessary feedback from stakeholders.
2. Whether stakeholder consultation is used to support identifying and managing environmental and social topics.	Yes
If so, provide details of how the inputs received from stakeholders on these topics were incorporated into the policies and activities of the entity.	Material issues are identified based on our engagement with the stakeholders wherever applicable.
3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.	The Company has taken various initiatives like training to drivers, medical aids, arranging food to address the concerns of vulnerable groups.

**PRINCIPLE 5 BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS**

**Essential Indicators**

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY (2022-23)			PY (2021-22)		
	Total (A)	No. of employees/ workers covered (B)	% (B/ A)	Total (C)	No. of employees/ workers covered (D)	% (D / C)
<b>Employees</b>						
Permanent	19	19	100.00%	19	18	100.00%
Other than permanent	26	26	100.00%	26	23	100.00%
<b>Total Employees</b>	<b>45</b>	<b>45</b>	<b>100.00%</b>	<b>45</b>	<b>41</b>	<b>100.00%</b>
<b>Workers</b>						
Permanent	0	0	0.00%	0	0	0.00%
Other than permanent	0	0	0.00%	0	0	0.00%
<b>Total Workers</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY (2022-23)						PY (2021-22)			
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B /A)	No. (C)	% (C /A)		No.(E)	% (E /D)	No.(F)	% (F /D)
<b>Employees</b>										
Permanent	19	0	0.00%	19	100.00%	19	0	0.00%	18	100.00%
Male	8	0	0.00%	9	100.00%	9	0	0.00%	8	100.00%
Female	11	0	0.00%	11	100.00%	11	0	0.00%	10	0.00%
Other	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Other than Permanent	26	0	0.00%	26	0.00%	26	0	0.00%	0	0.00%
Male	23	0	0.00%	23	0.00%	23	0	0.00%	0	0.00%
Female	3	0	0.00%	3	0.00%	3	0	0.00%	0	0.00%
Other	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
<b>Workers</b>										
Permanent	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Male	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Female	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Other	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Other than Permanent	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Male	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Female	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Other	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%



3.Details of remuneration/salary/wages, in the following format:						
	Male		Female		Other	
	Number	Median remuneration/salary/ wages of respective category (INR)	Number	Median remuneration/salary/ wages of respective category (INR)	Number	Median remuneration/salary/ wages of respective category (INR)
Board of Directors (BoD)*	1	5,40,000	1	3,00,000	0	0
Key Managerial Personnel	1	10,81,000	1	1,40,000	0	0
Employees other than BoD and KMP	8	1,23,51,992	11	33,80,000	0	0
Workers	0	0	0	0	0	0

\* Non Executive Independent Directors not included

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business?	Yes
5. Describe the internal mechanisms in place to redress grievances related to human rights issues.	The issue related to work or other rights can be raised through the factory manager who then take the action and provide the solution through team and inform the concern committee accordingly.

6. Number of Complaints on the following made by employees and workers:

	FY (2022-23)			PY (2021-22)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	N.A.	0	0	N.A.
Discrimination at workplace	0	0	N.A.	0	0	N.A.
Child Labour	0	0	N.A.	0	0	N.A.
Forced Labour/ Involuntary Labour	0	0	N.A.	0	0	N.A.
Wages	0	0	N.A.	0	0	N.A.
Other human rights related issues	0	0	N.A.	0	0	N.A.

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases. : Prevention of Sexual Harassment Committee at the Workplace

8. Do human rights requirements form part of your business agreements and contracts? (Yes/No) : YES

9. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100.00%
Forced/involuntary labour	100.00%
Sexual harassment	100.00%
Discrimination at workplace	100.00%
Wages	100.00%

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above: There were no corrective actions taken since there were 0 concerns arising from the assessments.

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.	There have been no instances of business process being modified / introduced as a result of addressing human rights grievances/complaints.
2. Details of the scope and coverage of any Human rights due-diligence conducted	NA
3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?	Yes
4. Details on assessment of value chain partners:	
	% of value chain partners (by value of business done with such partners) that were assessed
Sexual harassment	50.00%
Discrimination at workplace	50.00%
Child Labour	50.00%
Forced Labour/Involuntary Labour	50.00%
Wages	50.00%
Others – please specify	NA
5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.	NA

**PRINCIPLE 6: BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT**

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY(2022-23) (Current Financial Year)	FY(2021-22) (Previous Financial Year)
Total electricity consumption (A)	67819	55233
Total fuel consumption (B)	0	0
Energy consumption through other sources (C)	0	0
Total energy consumption (A+B+C)	0	0
Energy intensity per rupee of turnover (Total energy consumption /turnover in rupees)	0	0
Energy intensity (optional)–the relevant metric may be selected by the entity	0	0
Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N):	No	
If yes, name of the external agency	NA	

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N): No

If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any. : NA

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY (2022-23)	PY (2021-22)
Water withdrawal by source (in kiloliters)		
(i) Surface water	0	0
(ii) Groundwater	0	0
(iii) Third party water	0	0
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kiloliters) (i + ii + iii + iv + v)	0	0
Total volume of water consumption (in kiloliters)	0	0
Water intensity per rupee of turnover (Water consumed / turnover)	0	0
Water intensity (optional) – the relevant metric may be selected by the entity	0	0

Note : Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?

(Y/N)- No If yes, name of the external agency? : NA

4. Has the entity implemented a mechanism for Zero Liquid Discharge?: Yes

If yes, provide details of its coverage and implementation: The Company has implemented a mechanism for zero liquid discharge. The factory site is zero liquid discharge site

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY (2022-2023)	FY (2021-2022)
NOx	NA	NA	NA
SOx	NA	NA	NA
Particulate matter (PM)	NA	NA	NA
Persistent organic pollutants (POP)	NA	NA	NA
Volatile organic compounds (VOC)	NA	NA	NA
Hazardous air pollutants (HAP)	NA	NA	NA
Others please specify	NA	NA	NA

Note : Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?

(Y/N) : No If yes, name of the external agency? (Y/N) : NA

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY (2022-23)	PY (2021-22)
Total Scope 1 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	NA	0	0
Total Scope 2 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	NA	0	0
Total Scope 1 and Scope 2 emissions per rupee of turnover	0	0	0
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	0	0	0

“Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)” : No

If yes, name of the external agency.: NA

7. Does the entity have any project related to reducing Green House Gas emission? : No

If yes, name of the external agency.: NA

8. Provide details related to waste management by the entity, in the following format:

Parameter	FY (2022-23)	PY (2021-22)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	0	0
E-waste (B)	0	0
Bio-medical waste (C)	0	0
Construction and demolition waste (D)	0	0
Battery waste (E)	0	0
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any. (G)	0	0
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	0	0
Total (A+B + C + D + E + F + G + H)	0	0
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	0	0
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
Total	0	0
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	0	0
(ii) Landfilling	0	0
(iii) Other disposal operations	0	0
Total	0	0

“Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)” : NO

If yes, name of the external agency: NA

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.: We comply with all regulations concerning the safe and responsible management of waste materials. The waste is disposed off to authorized vendors.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format: NA

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year: NA

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules there under (Y/N).: Yes

### Leadership Indicators

1. Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:

Parameter	FY (2022-23)	PY (2021-22)
From renewable sources		
Total electricity consumption (A)	0	0
Total fuel consumption (B)	0	0
Energy consumption through other sources (C)	0	0
Details of Energy consumed from renewable		
Name of other parameter	FY (2022-23)	PY (2021-22)
Total energy consumed from renewable sources (A+B+C)	0	0
From non-renewable sources		
Total electricity consumption (D)	0	0
Total fuel consumption (E)	0	0
Energy consumption through other sources (F)	0	0
Details of Energy consumed from non renewable		
Sr.   Name of other parameter	FY (2022-23)	PY (2021-22)
Total energy consumed from non-renewable sources (D+E+F)	0	0
Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency? (Y/N):	No	
If yes, name of the external agency:	NA	

2. Provide the following details related to water discharged:

Parameter	FY (2022-23)	PY (2021-22)
Water discharge by destination and level of treatment (in kiloliters)		
(i) To Surface water	0	0
No treatment	0	0
With treatment – please specify level of treatment	0	0
(ii) To Groundwater	0	0
No treatment	0	0
With treatment – please specify level of treatment	0	0
(iii) To Seawater	0	0
No treatment	0	0
With treatment – please specify level of treatment	0	0
(iv) Sent to third-parties	0	0
No treatment	0	0
With treatment – please specify level of treatment	0	0
(v) Others	0	0
No treatment	0	0
With treatment – please specify level of treatment	0	0
Total water discharged (in kiloliters)	4800	4800
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N):	No	
If yes, name of the external agency	NA	

3. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres): For each facility / plant located in areas of water stress, provide the following information:

Details For each facility / plant located in areas of water stress	
S. No.	Particulars
1	Name of the area : NA
2	Nature of operations : NA
3	Water withdrawal, consumption and discharge in the following format:
	Parameter
	Water withdrawal by source (in kilolitres)
	(i) Surface water
	(ii) Groundwater :
	(iii) Third party water :
	(iv) Seawater / desalinated water
	(v) Others
	Total volume of water withdrawal (in kilolitres)
	Total volume of water consumption (in kilolitres)
	Water intensity per rupee of turnover (Water consumed / turnover)
	Water intensity (optional) – the relevant metric may be selected by the entity
	Water discharge by destination and level of treatment (in kilolitres)
	(i) Into Surface water

	No treatment
	With treatment – please specify level of treatment
	(ii) Into Groundwater
	No treatment
	With treatment – please specify level of treatment
	(iii) Into Seawater
	No treatment
	With treatment – please specify level of treatment
	(iv) Sent to third-parties
	No treatment
	With treatment – please specify level of treatment
	(v) Others
	No treatment
	With treatment – please specify level of treatment
	Total water discharged (in kilolitres)
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)	No
If yes, name of the external agency	NA

4. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY (2022-2023)	FY (2021-2022)
Total Scope 3 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	NA	NA	NA
Total Scope 3 emissions per rupee of turnover	NA	NA	NA
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity	NA	NA	NA
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N): No If yes, name of the external agency. : NA			

5. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.		NA		
6. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives				
Sr No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative	Corrective action taken, if any
1	Installed new machinery at the Factory	The machinery installed are semi automatic/fully automatic	It reduces the production time.	N.A.
7. Does the entity have a business continuity and disaster management plan?			Yes	

Details of entity at which business continuity and disaster management plan is placed or weblink.	We have implemented a Disaster management plan for the occurrence of a sudden calamity of a chain of events,  which affect normal working within the factory area and/or may Cause Serious injuries etc.
8. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.	No significant adverse impact has been observed from the value chain pertaining to the environment.
9. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.	0.00%

**PRINCIPLE 7 BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT**

**Essential Indicators**

1. a. Number of affiliations with trade and industry chambers/ associations.		NA
b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to		
S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National/International)

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

Sr.	Name of authority	Brief of the case	Corrective action taken
NA			

**Leadership Indicators**

1. Details of public policy positions advocated by the entity					
Sr. no.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board	Web Link, if available
NA					



**PRINCIPLE 8 BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT**

**Essential Indicators**

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.						
Sr.	Name and brief details of project	SIA Notifica-tion No.	Date of notifi-cation	Whether conducted by independent external agency	Results com-municated in public domain	Relevant Web link
N.A.						
2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format						
S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
N.A.						
3. Describe the mechanisms to receive and redress grievances of the community.				The communities can raise their grievances as per the mechanism provided in our Code of Conduct available on our website of the Company		
4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:					FY (2022-23)	PY (2021-22)
Directly sourced from MSMEs/ small producers					0.00%	0.00%
Sourced directly from within the district and neighbouring districts					0.00%	0.00%

**Leadership Indicators**

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):				
Sr. No.	Details of negative social impact identified			Corrective action taken
NA				
2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:				
Sr. No.	State	Aspirational District	Amount spent (In INR)	
3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)				No
(b) From which marginalized /vulnerable groups do you procure?				0
(c) What percentage of total procurement (by value) does it constitute?				0.00%
4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge				
Sr.	Intellectual Property based on tradi-tional knowledge	Owned/ Acquired (Yes/ No)	Benefit shared (Yes /No)	Basis of calculat-ing benefit share
NA				

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Sr.	Name of authority	Brief of the Case	Corrective action taken
NA			

6. Details of beneficiaries of CSR Projects

Sr.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
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**PRINCIPLE 9 BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER**

**Essential Indicators**

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.			The Company has implemented Grievance Redressal Policy to address customer grievances promptly and timely.			
2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about			As a percentage to total turnover			
Environmental and social parameters relevant to the product			100.00%			
Safe and responsible usage			100.00%			
Recycling and/or safe disposal			100.00%			
3. Number of consumer complaints in respect of the following	FY (2022-23)		Re-mark	PY (2021-22)		Remark
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	0	0	NA	0	0	NA
Advertising	0	0	NA	0	0	NA
Cyber-security	0	0	NA	0	0	NA
Delivery of essential services	0	0	NA	0	0	NA
Restrictive Trade Practices	0	0	NA	0	0	NA
Unfair Trade Practices	0	0	NA	0	0	NA
Other	0	0	NA	0	0	NA
4. Details of instances of product recalls on account of safety issues			Number		Reasons for recall	
Voluntary recalls			0		0	
Forced recalls			0		0	
5. Does the entity have a framework/ policy on cyber security and risks related to data privacy?			Yes			

If available, provide a web-link of the policy	<a href="https://rajnishwellness.com/codes-policies-others/">https://rajnishwellness.com/codes-policies-others/</a>
6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services.	N.A

### Leadership Indicators

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).	Product details are available on the Company's website at <a href="http://www.gmbreweries.com">www.gmbreweries.com</a>
2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services	The details related to safe and responsible usage of the product is mentioned on the product label
3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.	Any delays in delivery are immediately informed to the consumer as soon as they come to our knowledge
4. Does the entity display product information on the product over and above what is mandated as per local laws?	No
If yes, provide details in brief	NA
Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/services of the entity, significant locations of operation of the entity or the entity as a whole?	No
5. Provide the following information relating to data breaches	
a. Number of instances of data breaches along-with impact	0
b. Percentage of data breaches involving personally identifiable information of customers	0

## INDEPENDENT AUDITOR'S REPORT

**To the Members of  
RAJNISH WELLNESS LIMITED  
Report on the Audit of the Standalone Financial Statements**

### **Opinion**

We have audited the accompanying Standalone Financial Statements of M/s. Rajnish Wellness Limited "the company"), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of membership of the Company as at March 31, 2023 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### **Basis for Opinion**

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAS) 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 Standalone 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 ("ICAI") together with the independence requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated Financial Statements, Standalone 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 Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained during the course of our 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 report that fact. We have nothing to report in this regard.

## **Management's Responsibility for the Standalone 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 of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and 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 Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone 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.

The Board of Director's are also responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone 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 Standalone Financial Statements.

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

- Identify and assess the risks of material misstatement of the Standalone 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 financial controls relevant to the audit in order to design audit procedures that is 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 system 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 Standalone 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 Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone 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 Standalone 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **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. As required by Section 143(3) of the Act, based on our audit 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 Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d. In our opinion, the aforesaid Standalone Financial Statements comply with the specified under Section 133 of the Act, read with relevant rules issued there under.
  - e. On the basis of the written representations received from the Directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- g. 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:
- i. The Company does not have any pending litigations on its financial position in its Standalone Financial Statements.
  - ii. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv.
    - a. 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, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - b. 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 directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - c. Based on the audit procedures performed that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.
    - d. The company has not declared or paid any dividend during the year.

**For M/s. Rishi Sekhri & Associates**  
**Chartered Accountants**

**FRN: 128216W**

**Sd/-**

**CA Rishi Sekhri**

**Proprietor**

**Membership No. 126656**

**UDIN No. 23126656BGWIKV2557**

**Place: Mumbai**

**Date: 20-04-2023**

## **Annexure – “A” To the Independent Auditor’s Report**

**Annexure referred to in Independent Auditors Report to the Members of M/s. Rajnish Wellness Limited on the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2023, we report that:**

- i. In respect of the Company’s Property, Plant and Equipment and Intangible Assets:
  - a. (A) The Company has maintained proper records showing full Particulars, including quantitative details and situation of Property, Plant & Equipment.  
(B) The company has maintained proper records showing full Particulars of intangible assets
  - b. As explained to us, Property Plant and Equipment have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable.
  - c. According to the information and explanations given to us and on the basis of our examination of records of the Company, there are no immovable properties held in the name of the Company
  - d. According to the information and explanations given to us and on the basis of our examination of records, the company has not revalued the Property Plant and Equipment or intangible assets during the period under review.
  - e. As represented to us and according to the information given to us, the Company does not hold any Benami Property. No proceedings have been initiated during the year or are pending against the Company as at under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made there under.
- ii.
  - a. The Company has inventory
  - b. The Company has working capital limits in excess of Rs. 5 crores, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, and Limited Liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013,
- iv. The Company has not granted any loans or made any investments, or provided any guarantee or security to the parties covered under section 185 and 186 of the Act.
- v. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013 and rules framed there under to the extent notified.
- vi. In respect of statutory dues:
  - a. The company is regular in depositing the undisputed statutory dues, including Provident Fund, Employees State Insurance, Goods and Service Tax and other material statutory dues as applicable.
- vii. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the company does not have any transactions which are not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act.
- viii.
  - a. The Company has not defaulted in repayment of loans or other borrowings.
  - b. The Company has not taken any term loan during the year.
  - c. 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.
  - d. On an overall examination of the Financial Statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
  - e. The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries.



- ix.
- a. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year.
  - b. During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally).
- x.
- a. No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
  - b. No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
  - c. As represented to us by the management, there are no whistle blower complaints received by the company year.
- xi. The Company is not a Nidhi Company.
- xii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiii.
- a. In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
  - b. We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xiv. In our opinion, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company
- xv.
- a. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi) (a), (b) and (c) of the Order is not applicable.
  - b. 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.
- xvi. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Standalone Financial Statements and 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 indicating 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.

xvii.

- a. The Company is not covered under the provisions of section 135 of the Companies Act, 2013

**For M/s. Rishi Sekhri & Associates**

**Chartered Accountants**

**FRN: 128216W**

**Sd/-**

**CA Rishi Sekhri**

**Proprietor**

**Membership No. 126656**

**UDIN No. 23126656BGWIKV2557**

**Place: Mumbai**

**Date: 20-04-2023**

## **Annexure- “B” To the Independent Auditor’s Report**

### **Report on the Internal Financial Controls over Financial Reporting under Clause (1) 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 M/s. Rajnish Wellness Limited (“the Company”) as of in conjunction with our audit of the Standalone 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 internal control over financial reporting criteria established by the company considering 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 Act.

#### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 judgment, including the assessment of the risks of material misstatement of the Standalone 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 internal financial controls system over financial reporting of the Company.

#### **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 Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes these policies and procedures that (1) pertain to the maintenance of records that, in reasonable detailed, 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 Standalone Financial Statements in accordance with generally accepted principles,

and that receipts and expenditures are being made only in accordance with authorization 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 Standalone Financial Statements.

### **Inherent Limitation of Internal Financial Controls over Financial Reporting**

Because of the inherent limitation 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, to the best of our information and according to the explanations given to us, 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, based on the internal control over financial reporting criteria established by the Company considering 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.

**For M/s. Rishi Sekhri & Associates**

**Chartered Accountants**

**FRN: 128216W**

**Sd/-**

**CA Rishi Sekhri**

**Proprietor**

**Membership No. 126656**

**UDIN No. 23126656BGWIKV2557**

**Place: Mumbai**

**Date: 20-04-2023**

## RAJNISH WELLNESS LIMITED

(CIN : L52100MH2015PTC265526)

### BALANCE SHEET AS AT 31ST MARCH, 2023

(Rs. In Lakhs)

Particular	Notes	AS at 31st March' 2023	AS at 31st March' 2022
<b>A ASSETS</b>			
<b>1 Non-Current Assets</b>			
a) Property, Plant and Equipment	3	4.56	2.71
Intangible assets			-
b) Financial Assets			
(i) Investments			-
(ii) Loans & Advances	4	2,757.36	55.39
(iii) Trade Receivables			
c) Deffered Tax Assets (net)		3.53	3.63
d) Other Non-current Assets	5	3,354.00	13.89
<b>Total Non-Current Assets</b>		<b>6,119.46</b>	<b>75.62</b>
<b>2 Current Assets</b>			
a) Inventories		374.72	209.65
b) Financial Assets			
(i) Trade Receivables	6	2,018.60	1,620.04
(ii) Loans & Advance			
(iii) Cash & Bank Balance	7	34.30	91.48
(iv) Others Financial Assets			-
c) Other Current Assets	8	1,342.99	1,513.56
<b>Total Current Assets</b>		<b>3,770.62</b>	<b>3,434.74</b>
<b>Total Assets</b>		<b>9,890.08</b>	<b>3,510.36</b>
<b>B EQUITY &amp; LIABILITIES</b>			
<b>1 Equity</b>			
a) Equity Share Capital	9	7,684.75	1,051.58
b) Other Equity	10	613.29	1,160.44
c) Convertible equity warrants			-
<b>Total Equity</b>		<b>8,298.04</b>	<b>2,212.02</b>
<b>3 Liabilities</b>			
<b>Non-Current Liabilities</b>			
a) Financial Liabilities			
(i) Other Financial Liabilities	11	1,018.59	900.68
<b>Total Non-current Liabilities</b>		<b>1,018.59</b>	<b>900.68</b>
<b>Current Liabilities</b>			
a) Financial Liabilities			
(i) Trade Payables	12		
Total outstanding dues of micro enterprises and small enterprises		-	7.16
Total outstanding dues of other than micro enterprises and small		349.12	105.76
b) Other Financial Liabilities	13	32.89	110.44
c) Short Term Provisions	14	191.43	174.30
<b>Total Current Liabilities</b>		<b>573.45</b>	<b>397.66</b>
<b>Total Equity and Liabilities</b>		<b>9,890.08</b>	<b>3,510.36</b>
<b>Significant Accounting Policies &amp; Notes on Financial Statements 1 to 31</b>			
As per our report of even date attached			
For Rishi Sekhri & Associates Chartered Accountants Firm Registration Number: 128216W		For and on Behalf of the Board of Directors of RAJNISH WELLNESS LIMITED	
Rishi Sekhri Proprietor Membership No: 126656 UDIN:		Rajnish Kumar Singh Managing Director DIN : 07192704	
Place : Mumbai			

## RAJNISH WELLNESS LIMITED

(CIN : L52100MH2015PTC265526)

### Statement of Profit and Loss for the year ended 31st March, 2023

Particular	Note		Year Ended 31st March, 2023	Year Ended 31st March, 2022
<b>Revenue from Operations</b>				
I. Revenue from Sales		15	2,582.61	2,643.70
II. Other Revenue Income		16	179.21	93.60
<b>III. Total Revenue from Operations</b>			<b>2,761.82</b>	<b>2,737.30</b>
<b>IV. Expenses:</b>				
Purchase of Stock-in-Trade			2,476.37	2,498.94
Change in inventories of finished goods, work in progress		1	(165.07)	(99.69)
Employee benefit expense		17	167.31	81.84
Financial costs		2	3.72	28.45
Depreciation and amortization expense			1.25	0.62
Other expenses		18	215.00	180.58
<b>Total Expenses</b>			<b>2,698.58</b>	<b>2,690.75</b>
Profit / (Loss) before exceptional and extraordinary items			63.24	46.56
Exceptional Items			-	
Provision for doubtful debts (w-back)				
<b>V. Profit before tax (III - IV)</b>			<b>63.24</b>	<b>46.56</b>
<b>VI. Tax expense:</b>				
(1) Current tax			17.13	7.36
(3) Deferred tax			0.10	-
<b>XI. Profit(Loss) from the period from continuing operations</b>			<b>46.01</b>	<b>39.20</b>
<b>XII. Other comprehensive income:</b>				
(i) Items that will not be reclassified to Statement of Profit and Loss				-
(ii) Income tax relating to items that will not be reclassified to Statement of Profit and Loss				-
(iii) Items that will be reclassified to Statement of Profit and Loss				-
(iv) Income tax relating to items that will be reclassified to Statement of Profit and Loss				-
Total comprehensive income for the year				-
<b>VII. Profit/(Loss) for the period (V - VI)</b>			<b>46.01</b>	<b>39.20</b>
<b>VIII. Earning per equity share:</b>				
(1) Basic			0.01	0.37
(2) Diluted			0.01	0.37

**Significant Accounting Policies & Notes on Financial Statements -1 to 31**

As per our report of even date attached

**For Rishi Sekhri & Associates**  
Chartered Accountants  
Firm Registration Number: 128216W

**For and on Behalf of the Board of Directors of**  
**RAJNISH WELLNESS LIMITED**

**Rishi Sekhri**  
Proprietor  
Membership No: 126656  
UDIN:

**Rajnish Kumar Singh**  
Managing Director  
DIN : 07192704

Place : Mumbai

Date :

**RAJNISH WELLNESS LIMITED**  
(CIN :L52100MH2015PTC265526)

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023**

PARTICULARS	As at	
	31st March, 2023	31st March, 2022
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit after tax as per Statement of Profit & Loss	63.24	46.56
Adjustments for :		
(Profit) / Loss on Sale of Discard of Assets (Net)	-	-
Depreciation	1.25	0.62
Deferred Tax Assets	-	-
Other Income	-	-
Finance Cost	3.72	28.45
Exceptional Items/Provisions	-	-
<b>Operating Profit before working capital changes</b>	<b>68.21</b>	<b>75.63</b>
Adjustments for :		
(Increase)/ Decrease in Trade Receivables	(398.56)	59.74
Decrease/(Increase) in Long Terms Loans & Advance	(2,701.98)	4.61
(Increase)/ Decrease in Other Non Current Asset	(3,340.12)	49.24
(Increase)/ Decrease in Inventories	(165.07)	(99.69)
(Increase)/ Decrease in Other Current Asset	170.57	4.49
Decrease / (Increase) in Other Long Term Loan & Advances		(69.93)
Increase/ (Decrease) in Trade Payables	236.20	(96.27)
(Increase)/ Decrease in Other Current Liabilities	(77.54)	71.25
(Increase)/Decrease in Provision	17.13	7.10
<b>Cash generated from operations</b>	<b>(6,191.17)</b>	<b>6.17</b>
Net Income taxes (paid) / refunds	17.13	7.36
<b>Net cash from operating activities</b>	<b>(6,208.30)</b>	<b>(1.18)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sales / ( Purchase ) of Investment	(3.09)	(2.94)
Profit on Sale of investment		-
<b>NET CASH FROM INVESTING ACTIVITIES</b>	<b>(3.09)</b>	<b>(2.94)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Issue of Share Warrants	1,510.00	-
Share Premium received from proceeds from issue of Share Warrants	4,530.00	-
Procceds Form Issue Of Share Warrents	117.91	-
Interest paid	(3.72)	(28.45)
Finance Cost		106.49
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>6,154.19</b>	<b>78.04</b>
Net Increase in Cash & Cash Equivalent	<b>( A + B + C + D )</b>	<b>(57.19)</b>
Opening Cash & Cash Equivalent	<b>i</b>	<b>91.48</b>
Closing Cash & Cash Equivalent	<b>ii</b>	<b>34.30</b>
Net Increase in Cash & Cash Equivalent ( ii - i )		<b>(57.19)</b>

This is the Cash Flow referred to in our report of even date

**For Rishi Sekhri & Associates**  
Chartered Accountants  
Firm Registration Number: 128216W

**For and on Behalf of the Board of Directors of**  
**RAJNISH WELLNESS LIMITED**

**Rishi Sekhri**  
Proprietor  
Membership No: 126656  
UDIN:

**Rajnish Kumar Singh**  
Managing Director  
DIN : 07192704

Place : Mumbai  
Date :

<b>RAJNISH WELLNESS LIMITED</b>					
<b>(CIN : L52100MH2015PTC265526)</b>					
<b>STATEMENT OF CHANGES IN EQUITY</b>					
<b>FOR THE YEAR THE ENDED 31ST MARCH 2023</b>					
<b>A. EQUITY SHARE CAPITAL</b>					<b>(Rs. In Lakhs)</b>
<b>Particulars</b>	<b>Balance at the beginning of the reporting period 1st April 2022</b>	<b>Changes in equity share capital during the year 2021-22</b>	<b>Balance at the end of the reporting period i.e. 31st March ,2022</b>	<b>Change in equity share capital during the year 2022-23</b>	<b>Balance at the end of reporting period i.e. 31 st March , 2023</b>
1. Equity Share Capital	467.47	584.21	1,051.68	6,633.07	7,684.75
<b>B. OTHER EQUITY</b>					
	<b>Reserves &amp; Surplus</b>				<b>Total</b>
	<b>Capital Reserve Account</b>	<b>Capital Reserve Account</b>	<b>Security Premium Reserve Account</b>	<b>Retained Earnings Accounts (Profit &amp; Loss A/c)</b>	
<b>As on 31 March 2022</b>					
Balance at the beginning of the reporting period 1st April 2021			1,088.26	617.19	1,705.45
Utilized for the issue of Bonus Shares		-	-	584.21	584.21
Transfer to / (from) retained earnings		-	-	39.20	39.20
Balance at the end of the reporting period i.e. 31st March ,2022		-	1,088.26	72.18	1,160.44
<b>As on 31 March 2023</b>					
Balance at the beginning of the reporting period 1st April 2022		-	1,088.26	72.18	1,160.44
Total Comprehensive Income for the year		-	4,530.00	46.01	4,576.01
Transfer to / (from) retained earnings		-	(5,123.16)	-	(5,123.16)
Balance at the end of the reporting period i.e. 31st March ,2023		-	495.10	118.19	613.28
<b>Significant Accounting Policies &amp; Notes on Financial Statements 1 to 33</b>					
<b>As per our report of even date attached</b>					
<b>For Rishi Sekhri &amp; Associates</b>				<b>For and on Behalf of the Board of Directors of</b>	
<b>Chartered Accountants</b>				<b>RAJNISH WELLNESS LIMITED</b>	
<b>Firm Registration Number: 128216W</b>					
<b>Rishi Sekhri</b>				<b>Rajnish Kumar Singh</b>	
<b>Proprietor</b>				<b>Managing Director</b>	
<b>Membership No: 126656</b>				<b>DIN : 07192704</b>	
<b>UDIN:</b>					
<b>Place : Mumbai</b>					
<b>Date :</b>					



<b>I.</b>	<b>SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES</b>
<b>A</b>	<b>BASIS OF PREPARATION OF FINANCIAL STATEMENTS</b>
	These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material respects with the Accounting Standards specified under section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014 and other relevant provisions of the Companies Act, 2013. All assets and liabilities have been classified as current or non-current as per the criteria set out in the schedule III to the Companies Act, 2013.
<b>B</b>	<b>USE OF ESTIMATES</b>
	The preparation of financial statements in conformity with GAAP requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosures of contingent liabilities as on the date of the financial statements and the reported amounts of revenues and expenses during the period reported. Although, these estimates are based upon management's knowledge of current events and actions, actual results could differ from those estimates and revisions, if any, are recognized in the current and future periods.
<b>C</b>	<b>FIXED ASSETS</b>
	Fixed Assets are stated at cost of acquisition less accumulated depreciation/ amortisation. Costs include all expenses directly attributable to bring the assets to its present location and condition. None of the assets were revalued during the course of the year.
<b>D</b>	<b>DEPRECIATION AND AMORTISATION</b>
	Depreciation on the tangible assets is provided as per Schedule II of the Companies Act, 2013 or as prescribed by the Management based on technical evaluation. Depreciation for assets purchased/sold during a period is proportionately charged.
<b>E</b>	<b>INVENTORIES</b>
	Inventories are valued lower of Cost or Net Realisable Value.
<b>F</b>	<b>IMPAIRMENT OF ASSETS</b>
	The carrying amount of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. An impairment loss recognised in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.
<b>G</b>	<b>EARNINGS PER SHARE</b>
	Basic Earnings Per Share is calculated by dividing the net profit or loss for the year attributable to Equity Shareholders by the weighted average number of equity shares outstanding during the year.
<b>H</b>	<b>REVENUE RECOGNITION</b>
	The Company recognizes income on accrual basis. Sales are recognised when significant risks and rewards are transferred to the buyer as per the contractual terms or on dispatch where such dispatch coincides with transfer of significant risks and rewards to the buyer. However, where the ultimate collection of the same lacks reasonable certainty, revenue recognition is postponed to the extent of uncertainty.
<b>I</b>	<b>PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS</b>
	Provisions involving a substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the Financial Statements. Contingent Assets are neither recognised nor disclosed in the Financial Statements.

<b>J</b>	<b>Investments:</b>	
	Long Term investments are stated at cost and provision is made when there is a decline, other than temporary, in the value thereof.	
	Current Investments are carried at lower of cost and market value.	
<b>K</b>	<b>Borrowing Costs:</b>	
	Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Statement of Profit and Loss.	
<b>L</b>	<b>Foreign Currency Transactions:</b>	
	Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.	
<b>M</b>	<b>Employee Benefits:</b>	
	Short-term employee benefits are recognised as an expense at the undiscounted amount in the Profit & Loss Account of the year in which the related service is rendered.	
<b>N</b>	<b>Provision for Current and Deferred Tax:</b>	
	Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961. Deferred Tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is virtual certainty that the asset will be realised in future.	

Note -3						(Rs. In Lakhs)
Property, plant and equipment						
	Computer	Motor Vehicle	Office Equipment	Mobile	Furniture & fixtures	Total
Gross Carrying Value						
As at April 1, 2021	8.24	0.75	14.50	-	0.96	24.44
Additions	2.77	-	-	-	-	-
Disposals	-	-	-	-	-	-
As at 31st March 2022	11.01	0.75	14.50	0.17	0.96	27.38
Additions	0.51	-	-	2.59	-	3.10
Disposals	-	-	-	-	-	-
As at 31st March 2023	11.52	0.75	14.50	2.76	0.96	30.48
Depreciation						
As at April 1, 2022	8.24	0.62	14.50	0.01	0.69	24.05
Change for the year	0.57	0.02	-	-	0.03	0.61
Upto March 2022	8.80	0.64	14.50	0.01	0.71	24.67
Change for the year	1.01	0.02	-	0.20	0.02	1.25
As at 31st March 23	9.82	0.66	14.50	0.21	0.74	25.92
Net Carrying Value						
At 31st March 2022	2.20	0.11	-	0.16	0.25	2.72
At 31st March 2023	1.70	0.09	-	2.55	0.22	4.56

4 LONG TERM LOANS AND ADVANCES		(Rs. In Lakhs)	
Particular	As at 31st March, 2023	As at 31st March, 2022	
Investment	2,757.36	55.39	
<b>Total</b>	<b>2,757.36</b>	<b>55.39</b>	
5 OTHER NON CURRENT ASSETS			
Particular	As at 31st March, 2023	As at 31st March, 2022	
Deposits	3,286.96		
I.T. Refund Receivable		2.29	
Advance tax and TDS	11.98	11.60	
Prepaid Expenses	40.63		
Miscellaneous Expenses	14.44		
<b>Total</b>	<b>3,354.00</b>	<b>13.89</b>	
6 TRADE RECEIVABLES			
Particular	As at 31st March, 2023	As at 31st March, 2022	
(Unsecured but considered good			
Outstanding Over Six months		97.25	
Others -Trades Receivable		1,522.79	
<b>Total</b>	<b>2,018.60</b>	<b>1,620.04</b>	
Less : Provision for Doubtfull debts			
<b>Total</b>	<b>2,018.60</b>	<b>1,620.04</b>	

Note:-The Trade Receivable ageing for the year ended March 31, 2023 and March 31, 2022 is as per note No. 29

<b>7 CASH &amp; CASH EQUIVALENTS</b>				
Particular	As at		As at	
	31st March, 2023		31st March, 2022	
Cash on Hand	29.45		31.89	
Bank balance with current accounts	4.84		59.60	
<b>Total</b>	<b>34.30</b>		<b>91.48</b>	
Cash and Cash Equivalents includes deposits maintained by the Company with banks, which can be withdrawn by the Company at any point of time without prior notice or penalty on the principal.				
<b>8 SHORT TERM LOANS &amp; ADVANCES</b>				
Particular	As at		As at	
	31st March, 2023		31st March, 2022	
<b>Unsecured</b>				
Advance for Expenses			768.22	
Advance to Creditors for Goods	1,325.56		745.35	
GST Receivable	17.43			
<b>Total</b>	<b>1,342.99</b>		<b>1,513.56</b>	
<b>9 SHARE CAPITAL</b>				
Particular	As at		As at	
	31st March, 2023		31st March, 2022	
<b>AUTHORISED SHARE CAPITAL</b>				
100,00,00,000 (P.Y. 30,00,000) Equity Shares of Rs 1 each	10,000.00		1,100.00	
	10,000.00		1,100.00	
<b>9.1 ISSUED, SUBSCRIBED AND PAID UP</b>				
76,84,74,750 (P.Y. 1,05,15,822) Equity Shares of Re. 1 each, fully paid up	7,684.75		1,051.58	
<b>Total</b>	<b>7,684.75</b>		<b>1,051.58</b>	
<b>9.2 Convertible Equity Warrants</b>				
	-		-	
<b>Total</b>	<b>-</b>		<b>-</b>	
<b>9.3 Reconciliation of the shares / warrants outstanding</b>				
<b>i. Equity shares</b>				
Particular	As at 31st March, 2023		As at 31st March, 2022	
	Number of Shares	(In Rs.)	Number of Share	(In Rs.)
i. At the beginning of the period	1,05,15,822	1,05,15,822.00	46,73,700	4,67,37,000.00
ii. Warrants converted into shares during the period	1,51,00,000	1,51,00,000.00		
<b>Total shares after warrants</b>	<b>2,56,15,822</b>	<b>2,56,15,822.00</b>		
iii. Bonus shares issued during the year (2:1)	5,12,31,644	5,12,31,644.00	58,42,125	5,84,21,250.00
iv. Split into new FV	76,84,74,660	76,84,74,660.00		
<b>Outstanding at the end of the period</b>	<b>76,84,74,660</b>	<b>76,84,74,660.00</b>	<b>10,51,58,250</b>	<b>10,51,58,250.00</b>
<b>ii. Convertible Equity Warrants</b>				
Particular	As at 31st March, 2023		As at 31st March, 2022	
	Number of Share	(Rs. In Lakhs)	Number of Share	(Rs. In Lakhs)
i. At the beginning of the period	-	-	-	-
ii. Warrants Issued during the period	-	-	-	-
iii. Warrants converted in to equity shares during the period	-	-	-	-
<b>Outstanding at the end of the period</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>9.4 Terms/Rights attached to equity shares</b>				
i) The Company has only one class of share capital, i.e. equity shares having face value of Re.1/- per share. Each holder of equity share is entitled to one vote per share, The equity shareholders are entitled to receive dividends as and when declared.				
ii) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the no. of equity shares held by the shareholder.				

9.5 Shareholders holding more than 5% of equity shares as at the end of the year:					
Name of the shareholders	As at 31-03-2023		As at 31-03-2022		
	Number of shares	Shareholding %	Number of shares	Shareholding %	
Rajnish Kumar Singh	12,47,75,470	16.24%	46,11,949	43.86	
<b>9.6 Disclosure of Shareholding of Promotors</b>					
Disclosure of Shareholding of Promotors as at March 31, 2022 is as follows					
Name of the shareholders	As at 31-03-2022		As at 31-03-2022		% Change during the year
	Number of shares	Shareholding %	Number of shares	Shareholding %	
Rajnish Kumar Singh	12,47,75,470	16.24	46,11,949	43.86	(27.62)
<b>Total</b>	<b>12,47,75,470</b>	<b>16.24</b>	<b>46,11,949.00</b>	<b>43.86</b>	<b>(27.62)</b>
<b>10 Other Equity</b>					
Particular	As at 31st March, 2023		As at 31st March, 2022		
<b>A. Capital reserve</b>					
- Balance at beginning of the year					
Add: Profit for current year					
<b>Balance at the end of the year</b>					
<b>B. Security Premium Account</b>					
- Balance at beginning of the year			1,088.27		1,088.26
Add:- Additions during the Year			4,530.00		
Less: Capitalisation for issue of Bonus Shares			5,123.16		-
<b>Balance at the end of the year</b>			<b>495.11</b>		<b>1,088.26</b>
<b>C. Statement of Profit &amp; Loss A/c</b>					
Balance as per the last financial statements			72.18		617.19
Less: Utilisation for Bonus			-		584.21
balance in the statement of profit and			46.01		39.20
<b>Closing Balance</b>			<b>118.19</b>		<b>72.18</b>
<b>Total Other Equity ( A+B+C )</b>			<b>613.29</b>		<b>1,160.44</b>
<b>11 TRADE PAYABLE</b>					
Particular	As at 31st March, 2023		As at 31st March, 2022		
Sundry Creditors					
Total outstanding dues of micro enterprises and small enterprises			-		7.16
Total outstanding dues of other than micro enterprises and small			349.12		105.76
<b>Total</b>			<b>349.12</b>		<b>105.76</b>
i) The Trade Payable ageing for the year ended March 31, 2022 and March 31, 2021 is as per note No. 28					
ii) The Company has not received any memorandum (as required to be filed by the Supplier with the notified authority) under the Micro, Small and Medium Enterprises Development Act, 2006 claiming their status as on 31st March 2022 as Micro, Small or Medium Enterprises. Consequently the amount paid / payable to these parties during the year is NIL					
<b>12 LONG TERM LOANS AND ADVANCES</b>					
Particular	As at 31st March, 2023		As at 31st March, 2022		(Rs. In Lakhs)
<b>Secured Loan</b>					
State Bank of India CC	51.41		99.72		
State Bank of India CC	-		0.87		
State Bank of India WCTL	406.17		64.96		
State Bank of India FITL	40.54		431.84		
<b>Unsecured Loan</b>					
Term Loan from Banks	21.36		36.74		
Term Loan from Others	19.11		73.29		
<b>Total</b>	<b>538.59</b>		<b>707.42</b>		

<b>SHORT TERM BORROWINGS</b>				
<b>Particular</b>		<b>As at</b>	<b>As at</b>	
		<b>31st March, 2023</b>	<b>31st March, 2022</b>	
<b>Unsecured pending</b>				
Loan from Directors		480.00	146.50	
Unsecured				
- From Banks				
- From Others		-	46.76	
Secured				
- From Banks				
<b>Total</b>		<b>480.00</b>	<b>193.26</b>	
<b>13 OTHER CURRENT FINANCIAL LIABILITIES</b>				
<b>Particular</b>		<b>As at</b>	<b>As at</b>	
		<b>31st March, 2023</b>	<b>31st March, 2022</b>	
Advances from Customers				
Creditors for Expenses		7.47	88.19	
TDS Payable		25.01	21.93	
Profession Tax Payable		0.42	0.32	
Audit Fees Payable		-	-	
<b>Total</b>		<b>32.89</b>	<b>110.44</b>	
The provision of all known liabilities is adequate and not in excess of the amount reasonably necessary.				
<b>14 SHORT TERM PROVISIONS</b>				
<b>Particular</b>		<b>Year Ended</b>	<b>Year Ended</b>	
		<b>31st March, 2023</b>	<b>31st March, 2022</b>	
Provision for Tax (Net of Taxes)		191.43	174.30	
<b>Total</b>		<b>191.43</b>	<b>174.30</b>	
<b>15 REVENUE FROM OPERATION</b>				
<b>Particular</b>		<b>Year Ended</b>	<b>Year Ended</b>	
		<b>31st March, 2023</b>	<b>31st March, 2022</b>	
Sales		2,502.61	2,643.70	
Health Check up Services		80.00	-	
<b>Total</b>		<b>2,582.61</b>	<b>2,643.70</b>	
<b>*1 CHANGES IN INVENTORIES OF STOCK-IN-TRADE</b>				
<b>Particular</b>		<b>Year Ended</b>	<b>Year Ended</b>	
		<b>31st March, 2023</b>	<b>31st March, 2022</b>	
Opening Stock		209.65	109.96	
Less: Closing Stock		374.72	209.65	
<b>Total</b>		<b>(165.07)</b>	<b>(99.69)</b>	

<b>16 OTHER INCOME</b>				
<b>Particular</b>		<b>Year Ended</b>	<b>Year Ended</b>	
		<b>31st March, 2023</b>	<b>31st March, 2022</b>	
Loan Settlement Account		63.24	66.81	
Interest Income		1.42	-	
Sundry Balance Written off		114.49	2.72	
Commission Income		0.06	-	
Discount Received		-	9.26	
Delivery Charges		-	14.81	
<b>Total</b>		<b>179.21</b>	<b>93.60</b>	
<b>17 EMPLOYEE BENEFIT EXPENSES</b>				
<b>Particular</b>		<b>Year Ended</b>	<b>Year Ended</b>	
		<b>31st March, 2023</b>	<b>31st March, 2022</b>	
Salaries & Wages		157.97	68.12	
Directors Remuneration		5.43	10.73	
Staff Welfare		3.92	2.99	
<b>Total</b>		<b>167.31</b>	<b>81.84</b>	
<b>2 FINANCE COST</b>				
<b>Particular</b>		<b>Year Ended</b>	<b>Year Ended</b>	
		<b>31st March, 2023</b>	<b>31st March, 2022</b>	
Interest Paid on Loan		3.72	27.48	
Other Borrowing costs		-	2.90	
<b>Total</b>		<b>3.72</b>	<b>30.38</b>	
<b>18 OTHER EXPENSES</b>				
<b>Particular</b>		<b>Year Ended</b>	<b>Year Ended</b>	
		<b>31st March, 2023</b>	<b>31st March, 2022</b>	
Rent		26.08	17.18	
Courier Expenses and Freight		11.07	2.93	
Packing Material		1.52	0.81	
Advertisement Expenses		59.67	75.05	
Brokerage and Commission		0.25		
Electricity Expenses		6.60		
GST Paid (GST Audit)		10.72		
Health Care Service (Expenses)		20.00		
Miscellaneous Expenses		23.31		
Repair and Maintenance		1.70		
Travelling Expenses		8.84		
Payment to Auditors		1.10	1.00	
Legal & Professional Fees		12.45	16.79	
ROC Filing Fees		2.36	4.71	
BSE / NSDL / CDSL Listing Expenses		29.34		
Prior Period Expenses		-	35.56	
Income Tax Earlier Years		-	8.33	
			18.22	
<b>Total</b>		<b>215.00</b>	<b>180.58</b>	
<b>17 Earning Per Shares</b>				
<b>Particular</b>		<b>Year Ended</b>	<b>Year Ended</b>	
		<b>31st March, 2023</b>	<b>31st March, 2022</b>	
Net Profit After taxation		46.01	39.20	
Weighted Average number of Equity Shares		76,84,74,660.00	1,05,15,825.00	
Add: Dilutive Potential Equity Shares		-	-	
Number of Equity Shares for Dilutive EPS		76,84,74,660.00	1,05,15,825.00	
Nominal Value of Shares		1.00	10.00	
Basic Earning Per Share		0.0060	0.37	
Diluted Earning Per Share		0.0060	0.37	

<b>18 Provisions and Contingent Liabilities</b>	A provision is recognized when the Company has present obligation as a result of past events and it is probable that an outflow of resources will be required to settle such obligation, in respect of which a reliable estimate can be made. Contingent liabilities not provided for in the accounts are disclosed in the account by way of notes specifying the nature and quantum of such liabilities.		
	Under the Income Tax Act, 1961, assessment of income for the various assessment years have taken place under the Income Tax Act, 1961. As a result a total demand of Rs. 19.75 Lacs has arisen. Considering the nature of additions made and recent judicial pronouncements, there are good chances that the additions shall be deleted in the appropriate proceedings and therefore no provision in this respect has been made in respect of outstanding demand.		
<b>19 Employment Benefits</b>	Provision for Gratuity, Leave Encashment and bonus has not been made as none of the employee have completed the minimum		
<b>20 Auditors Remuneration</b>			
	<b>Particular</b>	<b>Year Ended 31st March, 2023</b>	<b>Year Ended 31st March, 2022</b>
	Audit Fees	3.00	1.00
	Other Services	-	-
		<b>3.00</b>	<b>1.00</b>
<b>21 Segment Reporting</b>	The Company has only one segment of activity during the year, hence segment wise reporting as defined in accounting standard 17 is not applicable.		
<b>22 Related Party Transaction</b>	As per Indian Accounting Standard 24 (Ind AS-24) 'Related Party Transactions' as prescribed by Companies (Indian Accounting Standards) Rules, 2015, the Company's related parties and transactions are disclosed below		
	<b>a) Key Managerial Person</b>		
	Rajnish Kumar Singh (Managing Director) w.e.f June 13, 2015		
	Shalini Vijendra Mishra (Whole Time Director) w.e.f June 13, 2015		
	Abhinandan Ashok Palliwal (Independent Director) up to January 23, 2018		
	Madhukar Imade (Independent Director) up to January 23, 2018		
	Mihir Shrenik Patwa (Chief Financial Officer) up to January 23, 2018		
	Sanjari Sanju Kashyap (Non Executive Director) w.e.f. October 10, 2021		
	Heet Ashok Shah - Company Secretary w.e.f. May 23, 2019		
	Rajveer Singh - Company Secretary w.e.f. April 7, 2021		
	Monika Ahuja - Company Secretary w.e.f. January 21, 2022		
	<b>b) Promoters of the company having significant influence on the Company directly or indirectly</b>		
	(Rs. In Lakhs)		
	<b>c) Details of transactions during the year and closing balances at the year end</b>		
	Nature of Transaction	KMP	Total
	Remuneration to KMP- short term employment-CFO	10.80	10.80
	Remuneration to KMP- short term employment-CS	1.68	1.68
<b>23 CSR Activity</b>	As per the Companies Act, 2013, all companies having a net worth of Rs. 500 crore or more, or a turnover of Rs. 1000 crore or more or a net profit of Rs. 5 crore or more during any financial year are required to constitute a CSR Committee of the Board of Director comprising three director. All such companies are required to spend at least 2% of the average net profit of their three immediately preceding financial years on CSR-related activities. Accordingly, the Company was not required to spend amount towards CSR activities.		
<b>24</b>	Balances in the accounts of debtors, creditors and con-tracts and contractors, certain Bank Accounts are taken subject to confirmation and reconciliation and only upon such confirmation and reconciliation, the entries for discounts, claims and writing off sundry balances etc. will be recorded in the books.		
<b>25</b>	In the absence of detailed information from Small Scale and Ancillary Undertaking, included under the head Sundry Creditors dues there from are not ascertained as on the date of Balance Sheet.		



<b>26</b>	<b>Other Information</b>
	i) In the opinion of the management, the current assets and loans & advances are approximately of the value stated, if realised / paid in the ordinary course of business. The provisions for all known liabilities is adequate and is not in excess of amounts considered reasonably necessary.
	ii) Balances grouped under non current Liabilities, Current Assets , and Non current assets in certain cases are subject to confirmation and reconciliation from respective parties, impact of the same , if any , shall be accounted as when determined.
<b>27</b>	<b>Other information required under part I and Part II of schedule III of Companies Act 2013, are either NIL or NOT</b>

<b>Note 28 Trade Payables and Ageing Analysis</b>					
<b>Trade Payable as on 31.03.2023</b>					
Particulars	Payable for following periods from due date				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
MSME	7.16	-	-	-	7.16
Others	99.26	13.66	13.31	(20.47)	105.76
Dispute dues-MSME	-	-	-	-	-
Dispute dues	-	-	-	-	-
Others	-	-	-	-	-
<b>Total</b>	<b>106.42</b>	<b>13.66</b>	<b>13.31</b>	<b>(20.47)</b>	<b>112.92</b>
<b>Trade Payable as on 31.03.2022</b>					
Particulars	Payable for following periods from due date				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
MSME	21.13	-	-	-	21.13
Others	42.53	13.31	(20.47)	152.69	188.06
Dispute dues-MSME	-	-	-	-	-
Dispute dues	-	-	-	-	-
Others	-	-	-	-	-
<b>Total</b>	<b>63.66</b>				<b>209.19</b>

<b>Note 29 Trade receivables and Ageing Analysis</b>						
<b>Trade Receivable as on 31.03.2023</b>						
Particulars	Outstanding for following periods from due date of					Total
	Less than 6 Months	6 Months - 1Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivables- Considered Goods	249.44	339.72	53.71	431.50	-	1,074.37
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables- Considered Goods	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	545.67	545.67
Others	-	-	-	-	-	-
<b>Total</b>	<b>249.44</b>	<b>339.72</b>	<b>53.71</b>	<b>-</b>	<b>545.67</b>	<b>1,620.04</b>
<b>Trade Receivable as on 31.03.2022</b>						
Particulars	Outstanding for following periods from due date of					Total
	Less than 6 Months	6 Months - 1Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivables- Considered Goods	35.82	35.82	431.50	-	-	503.15
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables- Considered Goods	-	-	-	545.67	-	545.67
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	630.96	630.96
Others	-	-	-	-	-	-
<b>Total</b>	<b>36</b>	<b>36</b>	<b>432</b>	<b>546</b>	<b>630.96</b>	<b>1,679.78</b>

<b>Note No 30. Financial Ratios</b>		
<b>Particulars</b>	<b>March 31, 2023</b>	
	<b>Numerator</b>	<b>Denominator</b>
Current Ratio	3,434.74	397.66
Debt Equity Ratio		2,212.02
Debt Service coverage ratio	39.20	-
Return on Equity Ratio	39.20	2,212.02
Inventory Turnover Ratio	-	-
Trade Receivables turnover ratio	812.18	-
Trade payables turnover ratio	-	105.76
Net capital turnover ratio	2,643.70	3,037.08
Net profit ratio	39.20	2,737.30
Return on Capital employed	46.56	2,212.02
Return on investment	39.20	3,510.36

<b>31</b>	The previous year figures have been regrouped, rearranged wherever necessary.		
	<b>As per our report of even date attached</b>		
	<b>For Rishi Sekhri &amp; Associates</b>	<b>For and on Behalf of the Board of Directors of</b>	
	<b>Chartered Accountants</b>	<b>RAJNISH WELLNESS LIMITED</b>	
	<b>Firm Registration Number: 128216W</b>		
	<b>Rishi Sekhri</b>	<b>Rajnish Kumar Singh</b>	
	<b>Proprietor</b>	<b>Managing Director</b>	
	<b>Membership No: 126656</b>	<b>DIN : 07192704</b>	
	<b>UDIN:</b>		
	<b>Place : Mumbai</b>		