



16th June 2022

To
Listing Compliances
BSE Limited,
P. J. Towers,
Dalal Street,
Mumbai – 400 001.

Scrip Code : 541601
Scrip Id : RAJNISH

Dear Sir/Madam,

Ref: Outcome of Board Meeting Dated 13th June 2022.

Sub: Notice of the Extra-Ordinary General Meeting scheduled to be held on 11th July 2022.

With reference to the above cited subject and Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Notice of the Extra-Ordinary General Meeting (EOGM) of the members of the Company which is sent to the members through electronic and physical mean.

Important details with regards to EOGM are as under:


Sr. No.	Particulars	Details
1.	EOGM details	Day: Monday Date: 11 th July 2022 Time: 9.00 a.m. (IST) Address: Sammelan Hall, A101, Samarth Complex, Jawahar Nagar, Goregaon (West), Mumbai – 400 104.
2.	Cut-off date to determine list of members entitled to receive Notice of EOGM	Friday, 10 th June 2022
3.	Cut-off date for e-voting	Monday, 4 th July 2022
4.	Remote e-voting start time, day and date	9.00 a.m. (IST), Friday, 8 th July 2022
5.	Remote e-voting end time, day and date	5.00 p.m. (IST), Sunday, 10 th July 2022
6.	E-voting website of NSDL	https://www.evoting.nsdl.com/
7.	Notice of EOGM	https://rajnishwellness.com/investor

Notice of EOGM is annexed herewith for your reference.

You are requested to take the above cited information on your record.

Thanking you,

For Rajnish Wellness Limited


Rajnish kumar Singh
Managing Director
DIN: 07192704



Rajnish Wellness Limited

CIN: L52100MH2015PLC265526

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

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

NOTICE is hereby given that the **Extra-Ordinary General Meeting** (EOGM) of the members of the Rajnish Wellness Limited will be held on 11th July 2022 at 9.00 a.m. at Sammelan Hall, A101, Samarth Complex, Jawahar Nagar, Goregaon (West), Mumbai – 400 104, to transact the following businesses:

SPECIAL BUSINESSES:

1. To approve sub-division of equity shares of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Companies (Share Capital and Debentures) Rules, 2014, Article 41 of the Articles of Association of the Company and subject to other applicable approval(s), sanction(s) of the statutory or regulatory authorities, as may be required in this regard, consent of the members of the Company be and is hereby accorded for sub-division of each existing equity share of face value of Rs. 10/- (Rupees Ten only) each into 5 (Five) equity shares of face value of Rs. 2/- (Rupees Two only) each, which shall rank pari-passu in all respects with the existing equity shares with effect from the record date.

RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the Company with effect from the record date, each equity share of the Company of face value of Rs. 10 (Rupees Ten only) each in the issued, subscribed, and paid-up equity share capital shall stand sub-divided into 5 (Five) equity shares of face value of Rs. 2/- (Rupees Two only) each.

RESOLVED FURTHER THAT upon sub-division of the equity shares as aforesaid and with effect from the record date, the existing share certificate(s) in relation to the issued equity shares of the face value of Rs. 10/- (Rupees Ten only) each, shall be deemed to have been automatically cancelled and shall be of no effect and that the Board of Directors of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf] may, without requiring surrender of the existing Share Certificate(s) by the members, issue new Share Certificate(s) of the Company, in lieu of the existing share certificate(s) and in case of the equity shares held in the dematerialized form, the number of sub-divided equity shares shall be credited proportionately into the respective beneficiary demat accounts of the members of the Company held with Depository Participants, in lieu of the existing credits present in respective beneficiary demat accounts.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things including to fix & announce record date, to make appropriate adjustments on account of sub-division of Equity Shares to the number, exercise price etc., to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with stock exchanges, Registrar of Companies, Registrar & Share Transfer Agent, depositories and/or any other regulatory or statutory authorities, to settle any question, difficulty that may arise

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with regard to the sub-division of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution without any further approval of the shareholders.”

2. To approve alteration of Capital Clause of the Memorandum of Association of the Company pursuant to split/sub-division of equity shares of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], subject to such approvals as may be necessary and subject to approval of sub-division of equity shares by the members, consent of the members of the Company be and is hereby accorded to alter and substitute the existing Clause V of the Memorandum of Association of the Company with the following new Clause V:

“V. The Authorised Share Capital of the Company is Rs. 30,00,00,000 (Rupees Thirty Crores only) divided into 15,00,00,000 (Fifteen Crores) equity shares of face value of Rs. 2/- (Rupees Two only) each with power to increase and /or reduce the capital of the Company as provided in the Articles of the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf], be and is hereby authorized to undertake, execute all such acts, deeds, matters and things as they may deem necessary, proper and/ or expedient, to apply for requisite approval(s) of the statutory or regulatory authorities, as may be required, to carry out all requisite, incidental, consequential steps and to settle any question, difficulty or doubt that may arise in order to give full effect to this resolution.”

3. Increase in the Authorised Share Capital and consequent alteration of Clause V of Memorandum of Association (MoA) of the Company.

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

“**RESOLVED THAT** pursuant to Section 61 and 64 of the Companies Act, 2013 and other applicable provisions, and the rules enacted thereunder (to the extent applicable and including any amendments thereto or re-enactment thereof for the time being in force) and the rules framed thereunder, subject to such approvals, permissions and sanctions, if any, as may be necessary from any concerned authorities, the consent of the Shareholders of the Company be and is hereby accorded to increase the authorised share capital of the Company from Rs. 30,00,00,000/- (Rupees Thirty Crores only) consisting of 15,00,00,000 (Fifteen Crores) Equity Shares of Rs. 2/- (Rupees Two only) each to Rs. 100,00,00,000/- (Rupees One Hundred Crores only) consisting of 50,00,00,000 (Fifty Crores) Equity Shares of Rs. 2/- (Rupees Two only) each, by creation of

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additional 35,00,00,000 (Thirty-Five Crores) Equity Shares of Rs. 2/- (Rupees Two only) each, ranking pari passu in all respect with the existing equity shares of the company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to section 13 and all other applicable provisions, if any, of the Companies Act, 2013, the existing Clause V of the memorandum of association of the Company, relating to share capital, be and is hereby altered by deleting the same and substituting in its place, the following as the new Clause V:

“V. The authorised share capital of the Company is Rs. 100,00,00,000/- (Rupees One Hundred Crores only) divided into 50,00,00,000 (Fifty Crore) Equity Shares of Rs. 2/- (Rupees Two only) each with power to increase and /or reduce the capital of the Company as provided in the Articles of the Company.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/ documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or incidental or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

4. Issue of Bonus Shares to the equity shareholders of the Company at ratio of 2:1.

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

“**RESOLVED THAT** pursuant to the provisions of Section 23 and 63 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), subject to regulations/guidelines issued by the Securities and Exchange Board of India (“SEBI”) (as amended from time to time), including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Reserve Bank of India (“RBI”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Article 44 of the Articles of Association of the Company and subject to such approvals, consents, permissions and/ or sanctions as may be required from the appropriate authorities, institutions or bodies (hereinafter collectively referred to as the “concerned authorities”) and subject to fulfilment of such conditions, if any, as may be required to be fulfilled in obtaining, or as may be stipulated by the concerned authorities from time to time in granting, any such approvals, consents, permissions or sanctions, consent of the Members of the Company be and is hereby accorded to the Board of Directors (‘Board’) of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf] for capitalization of such sum standing to the credit of Free Reserves, and/or the Securities Premium account, or such other account(s) as may be considered necessary by the Board for the purpose of issuance and allotment of fully paid-up Bonus Equity Shares of Rs. 2/- (Rupees Two only) each of the Company, to the holders of the existing equity shares of the Company post sub-division, in the proportion of [2:1]

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i.e 2 (Two) equity shares for every 1 (One) existing equity share held by the Members of the Company whose names appear in the Register of Members maintained by the Company/ List of Beneficial Owners of the Depository as on the Record Date to be determined by the Board and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

RESOLVED FURTHER THAT the Bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and the Articles of Association of the Company. All such new equity shares as and when issued shall rank pari passu and carry the same rights with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT in case of fractional shares, if any arising out of the issue and allotment of the Bonus Shares, the Board be and is hereby authorised to make suitable arrangements to deal with such fractions for the benefit of the eligible Members.

RESOLVED FURTHER THAT no letter of allotment shall be issued to the allottees for the allotment of bonus equity shares.

RESOLVED FURTHER THAT for Members who holds shares in dematerialized form, the bonus equity shares shall be credited to the demat account of the respective allottees, as the case may be, and in case of allottees who hold equity shares in physical form, the share certificate(s) in respect of the bonus equity shares will be dispatched within such time as prescribed by law and the relevant authorities, from time to time

RESOLVED FURTHER THAT the allotment of equity bonus shares to the extent that they relate to non- resident [including Non-Resident Indians (NRIs), Overseas Citizen of India, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs) and other foreign investors] Members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended or any other Regulatory authority, if any, as may be deemed necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the bonus equity shares so allotted on the Stock Exchanges where the securities of the Company are listed as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time and other applicable laws, rules, regulations and guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board , be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and as it may in its sole and absolute discretion deem necessary or desirable for such purpose, expedient or incidental in regard to issue of bonus shares, including but not limited to filing of any documents with the any concerned authorities, applying and seeking necessary listing approvals from the Stock Exchange, and to settle any question, difficulty or doubt that may arise in regard thereto.”

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5. To set limits pursuant to section 186 of the Companies Act, 2013:

To consider and if thought fit, to pass with or without modifications(s), the following Resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of section 186 and other applicable provisions of the Companies Act, 2013, if any, and in supersession of the earlier resolution passed with regard to investment activity of the company, the consent of the members be and is hereby accorded to the Board of Directors (‘Board’) of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf] or any officer/executive/representative of the Board to:

1. Make Loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies Corporate;
2. Give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by anybody corporate; and
3. Acquire by way of subscription, purchase or otherwise the securities of any other body corporate,

in excess of the limits prescribed under section 186 of the Companies Act, 2013 up to an aggregate sum of Rs. 200 Crores (Rupees Two Hundred Crores Only).

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any other person as it may deem fit, subject to the provisions of the Companies Act, 2013.”

By the order of the Board

For Rajnish Wellness Limited

Sd/-

Rajnishkumar Singh

Managing Director

DIN: 07192704

Date: 13th June 2022

Place: Mumbai

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NOTES:

1. **AN EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”) SETTING OUT THE MATERIAL FACTS CONCERNING THE BUSINESSES TO BE TRANSACTED IS ANNEXED HERETO.**

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF, ON A POLL ONLY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A Person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company, then such proxy shall not act as a proxy for any other person or member.

Proxies in order to be effective must be received at the Registered Office of the Company, not less than 48 hours before the commencement of the EOGM. A Proxy form is being sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority together with specimen signature, as applicable.

3. Corporate members intending to send their authorised representatives to attend the EOGM are requested to send to the Company at its Registered Office, a certified copy of the Board Resolution / authorization document authorising their representative to attend and vote on their behalf at the EOGM.

4. Notice of the EOGM of the Company, *inter alia*, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, 10th June 2022 (Record Date).

5. The EOGM Notice is being sent to the Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants/the Company’s Registrar and Share Transfer Agent (“RTA”) unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Notice of the EOGM, *inter alia*, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent through permitted mode.

6. Notice of the EOGM will also be available on the Company’s website www.rajnishwellness.com for download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same free of cost. For any communication, the members may also send requests to the Company’s investor email id info@rajnishwellness.com.

7. An explanatory statement pursuant to the provisions of section 102 of the Companies Act, 2013 (“act”) setting out the material facts concerning the businesses to be transacted is annexed hereto.

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8. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date of 4th July 2022 will be entitled to vote on the resolutions set forth in this Notice. The instructions for e-voting are annexed to this Notice.
9. The e-voting period shall commence on Friday, 8th July 2022 from 9.00 a.m. (IST) and shall end on Sunday, 10th July 2022 at 5.00 p.m. (IST). E-voting shall not be allowed beyond the said date and time.
10. The Board of Directors of the Company (“the Board”), has appointed M/s. Jaymin Modi & Co., Company Secretaries (COP: 16948) as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
11. As per the requirement of the Secretarial Standard – 2 on “General Meetings” the route map showing directions to reach the venue of the meeting is annexed to the Notice.
12. As required by Rule 20 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the Listing Regulations, the details pertaining to this EOGM will be published in one English national daily newspaper circulating throughout India (in English language) and one in vernacular language in that district (in Marathi Language) in which registered office of the Company is situated.
13. To support the “Green initiative” members who have not registered their e-mail addresses so far are requested to register their e-mail address with the company’s RTA or Depository Participants, in respect of shares held in physical/electronic mode respectively.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated 8th April 2020, Circular No.17/2020 dated 13th April 2020 and Circular No. 20/2020 dated 5th May 2020. The forthcoming EOGM will be held through Physical mode.
2. 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 MCA Circulars dated 8th April 2020, 13th April 2020 and 5th May 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EOGM. 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 e-Voting’s agency.
3. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April 2020, the Notice calling the EOGM has been uploaded on the website of the Company at www.rajnishwellness.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com.

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4. The e-voting module shall be disabled by NSDL for voting thereafter. Members will not be able to cast their votes electronically beyond the date and time mentioned above. The Company has appointed M/s Jaymin Modi & Co, Company Secretaries (COP: 16948) to act as the Scrutinizer, to scrutinize the electronic voting process and poll at the EOGM in fair and transparent manner.
5. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder. The shareholders who have cast their vote by remote e-voting prior to the EOGM may also attend the EOGM but will not be entitled to cast their vote again. The facility for voting through ballot paper will be made available at the EOGM venue and the shareholders attending the EOGM, who have not cast their vote by remote e-voting will be able to exercise their right at the EOGM venue through ballot paper.
6. The Results along with Scrutinizer's report shall be declared on the website of the Company and be placed on the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of EOGM.

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

The remote e-voting period begins on Friday, 8th July 2022 at 9.00 a.m. and ends on Sunday, 10th July 2022 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. Monday, 4th July 2022, 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 Monday, 4th July 2022.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:


Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select “ Register Online for IDeAS Portal ” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available

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	<p>under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>

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Individual Shareholders (holding securities in demat mode) login through their depository participants	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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

Rajnish Wellness Limited

CIN: L52100MH2015PLC265526

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

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

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of

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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.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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 on NSDL e-Voting system:

How to cast your vote electronically 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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csjayminmodi@gmail.com with a copy marked to evoting@nsdl.co.in

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2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@rajnishwellness.com
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@rajnishwellness.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Item No. 01 & 02:

Presently the Authorized Share Capital of the Company is Rs.30,00,00,000/- (Rupees Thirty Crore only) divided into 3,00,00,000 (Three Crore) equity shares of Rs.10/- (Rupees Ten Only) each and its Paid-up Share Capital is Rs. 25,61,58,220/- (Rupees Twenty-Five Crore Sixty-One Lakh Fifty-Eight Thousand Two Hundred and Twenty only) divided into 2,56,15,822 (Two Crore Fifty-Six Lakh Fifteen Thousand Eight Hundred and Twenty-Two) Equity Shares of Rs. 10/- (Rupees Ten only) each.

In order to improve the liquidity of the Company's Equity Shares and to make these equity shares more affordable/accessible for the retail investors, the Board at its meeting held on 13th June 2022 after considering the available options and subject to the approval of the Members of the Company and all other requisite approvals, consents, permissions, sanctions, has approved and recommended the Sub-Division of 1 (One) Equity Share having a Face Value of Rs. 10/- (Rupees Ten only) each into 5 (Five) Equity Shares having Face Value of Rs. 2/- (Rupees Two only) each, for the approval of Shareholders.

Further, Article of Association of the Company and the Companies Act, 2013, permits sub- division of equity shares subject to the approval of members. The Record Date for the aforesaid Sub- Division will be fixed by the Board of Directors of the Company after obtaining approval of members.

Pursuant to the aforesaid sub-division of Equity Shares and pursuant to Section 13 & 61 of the Companies Act, 2013 and the rules made thereunder, it is required to alter the existing Capital Clause of the Memorandum of Association of the Company. Accordingly, your Directors recommend the passing of an Ordinary Resolutions set out at Item No. 01 and Item No. 02 of the Notice for approval of Shareholders in the best interest of the company and all stakeholders.

It is informed that there will not be any change in the amount of authorized, subscribed and paid-up Share capital of the Company on account of sub-division of equity shares.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out under business Item No. 01 and 02.

The Board, therefore, recommends resolutions set out under business Item No. 01 and 02 for approval of the shareholders by way of Ordinary Resolutions.

Item No. 03:

The Board in its meeting held on 13th June 2022 have approved the issue and allotment of bonus shares in the ratio of 2 (Two) new fully paid-up equity shares of Rs.2/- (Rupees Two Only) each for every 1 (One) existing equity share of Rs.2 /- (Rupees Two only) each of the Company held by the existing Shareholders as on the 'Record Date' to be determined by the Board, subject to the approval of members. The said resolution is proposed for the approval of members in Item no. 4 of this notice.

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To facilitate the said issue and to accommodate any future fund raising, if any, it is proposed to increase the Authorised Share capital from Rs. 30,00,00,000/- (Rupees Thirty Crores only) consisting of 15,00,00,000 (Fifteen Crores) Equity Shares of Rs. 2/- (Rupees Two only) each to Rs. 100,00,00,000/- (Rupees One Hundred Crores only) consisting of 50,00,00,000 (Fifty Crores) Equity Shares of Rs. 2/- (Rupees Two only) each, by creation of additional 35,00,00,000 (Thirty Five Crores) Equity Shares of Res. 2/- (Rupees Two only) each.

The increase in the authorized share capital as aforesaid would entail consequential alteration of the existing clause V of the Memorandum of Association of the Company, which in turn requires member's approval in terms of section 13 and 61 of the Companies Act, 2013. The Board recommends the resolution in Item No. 03 for the approval of members.

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

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out under business Item No. 03.

The Board, therefore, recommends resolutions set out under business Item No. 03 for approval of the shareholders by way of Ordinary Resolution.

Item No. 04:

As a goodwill gesture and with a view to improve liquidity on the exchange platform, the Board, at its meeting held on 13th June 2022, after considering the available reserves, subject to the consent of the Shareholders of the Company and all other requisite approvals, permissions, sanctions had approved and recommended to capitalize to the extent of Rs. 51,23,16,440/- (Rupees Fifty One Crores Twenty Three Lakhs Sixteen Thousand Four Hundred and Forty only) or such other amount from and out of the Free/General Reserve as per the Financial Statements of the Company as on 10th June, 2022, for issue and allotment of bonus shares in the ratio of 2 (Two) new fully paid-up equity shares of Rs.2/- (Rupees Two only) each for every 1 (One) existing equity share of Rs.2 /- (Rupees Two only) each of the Company held by the existing Shareholders as on the 'Record Date' to be determined by the Board.

Article 44 of the Articles of Association of the Company permits that, the Company, in General Meeting, may upon recommendation of the Board, approve, capitalisation of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts and/or to the credit of the profit and loss account, and/or securities premium and/or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the Shareholders as fully paid up bonus shares.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to applicable statutory and regulatory approvals, if any, the issue of bonus shares of the Company requires the approval of the Shareholders of the Company. Accordingly, approval of the Shareholders of the

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Company is hereby sought by way of ordinary resolution as set out in this Notice of the Extra-Ordinary General Meeting.

The bonus shares are proposed to be issued to the Shareholders of the Company, whose names appear in the Register of Shareholders of the Company as on the 'Record Date', to be determined by the Board of Directors thereof for the purpose of issue of bonus shares, in the ratio of 2 (Two) new fully paid -up bonus equity shares of Rs. 2/- (Rupees Two only) each for every 1 (One) fully paid-up equity share of face value of Rs. 2/- (Rupees Two only) each (2:1) held by them as on the Record Date.

The Bonus Shares, from the date of allotment thereof, shall rank pari-passu in all respects with the existing equity shares of the Company. No Letter of allotment shall be issued in relation to the said Bonus Shares. Instead, Share Certificates will be dispatched to the Shareholder who holds the existing shares in physical form and the respective beneficiary accounts will be credited for the Bonus Shares, or such shareholders who hold the existing equity shares in dematerialized} electronic form, within the prescribed period.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in this Notice of Extra Ordinary General Meeting, except to the extent of their shareholding, if any, in the Company as on the record date.

The Board, therefore, recommends resolutions set out under business Item No. 04 for approval of the shareholders by way of Ordinary Resolutions.

Item No. 05:

In terms of section 186 of the Companies Act, 2013, no company shall directly or indirectly:

1. Give any loan to any person or other body corporate;
2. Give guarantee, or provide security, in connection with a loan to any other body corporate or person; and
3. Acquire, by way of subscription, purchase or otherwise the securities of any other body corporate,

exceeding sixty percent of its paid-up share capital, free reserves and securities premium account, or one hundred percent of its free reserves and securities premium account, whichever is more unless authorised by a special resolution passed in a general meeting of the members of the company.

The Company in routine course of business and/or for furtherance of its business including venturing into the new business, either on its own accord and/or through joint venture, and/or for organic/inorganic business opportunities may consider investing in equity shares and/or preference shares and/or any other equity linked instruments and/or any other instruments and / or by way of extending loans in the form of inter-corporate deposits or otherwise in various body(ies) corporate and / or give guarantee or provide security in connection with a loan to any other body corporate or person or persons, as the Board may deem fit, which may exceed the limits prescribed under Section 186 of the Companies Act, 2013.

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In light of the same, it is felt desirable to obtain consent of the members of the Company in terms of the provisions of Section 186 of the Companies Act, 2013 to make investment(s) and / or give loan(s) and / or provide guarantee(s) and / or security(ies) beyond the prescribed limits and to an extent of Rs. 200 Crores.

In view of the aforesaid provisions, you are requested to grant your consent to the special resolution as set out at Item No. 05 of the accompanying Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the said resolution.

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

Sd/-

**Rajnishkumar Singh
Managing Director
DIN: 07192704**

Date: 13th June 2022

Place: Mumbai

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PROXY FORM

Name of the Member(s):			
Registered Address:			
Folio No./Client id:		DP Id:	

I/We, being the member(s) of Rajnish Wellness Limited, holding _____ shares hereby appoint:

1. Name _____ Address _____
Email Id: _____ Signature _____ or failing him;
2. Name _____ Address _____
Email Id: _____ Signature _____ or failing him;
3. Name _____ Address _____
Email Id: _____ Signature _____ or failing him;

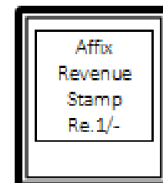
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company to be held on Monday, 11th July 2022 at 9.00 a.m. at Sammelan Hall, A101, Samarth Complex, Jawahar Nagar, Goregaon (West), Mumbai – 400 104, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	List of Resolution	Voted	
		For	Against
1.	Split/Sub-Division of Company's 1 (One) equity share of face value of Rs.10/- (Rupees Ten Only) each into 5 (Five) equity shares of face value of Rs.2/- (Rupees Two Only) each.		
2.	To approve alteration of Capital Clause of the Memorandum of Association of the Company pursuant to split/sub-division of equity shares of the Company.		
3.	Increase in the Authorised Share Capital and consequent alteration of Clause V of Memorandum of Association (MoA) of the Company.		
4.	Issue of Bonus Shares to the equity shareholders of the Company at ratio of 2:1.		
5.	To set limit pursuant to section 186 of the Companies Act, 2013.		

Signed this _____ day of _____, 2022.

Signature of Shareholder(s) _____

Signature of Proxy holder(s) _____



Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and notes, please refer to the Notice of the Annual General Meeting.
3. Put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate.

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ATTENDANCE SLIP

DPID No.:	Folio No.:
Client ID No.:	No. of shares held:

*Applicable for investors holding shares in electronic form Name and address of the Shareholder(s)/Proxy holder:

I / We hereby record my/our presence at the Extra-ordinary General Meeting of the Company to be held on Monday, 11th July 2022 at 9.00 a.m. at Sammelan Hall, A101, Samarth Complex, Jawahar Nagar, Goregaon (West), Mumbai – 400 104.

Member's / Proxy's Signature

Note:

(Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the Meeting Hall)

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Route Map for Extra-Ordinary General Meeting

Date : 11th July 2022
Day : Monday
Time : 9.00 a.m.
Address : Sammelan Hall, A101, Samarth Complex, Jawahar Nagar, Goregaon (West),
Mumbai – 400 104.

