



05<sup>th</sup> March 2022

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

Scrp Code : 541601  
Scrp ID : RAJNISH

**Subject: Corrigendum to the Notice of Extra Ordinary General Meeting to be held on 9<sup>th</sup> March, 2022.**

Dear Sir,

This has reference to the notice dated 10<sup>th</sup> February 2022 for convening the Extra Ordinary General Meeting (EOGM) of the members of the company on Wednesday, 09<sup>th</sup> March 2022 at 09:00 A.M at the registered office of the company.

This corrigendum to EOGM notice is issued in continuation of and should be read in conjunction with the original EOGM Notice. Except as detailed in the attached corrigendum, all other terms and contents of the EOGM Notice shall remain unchanged.

Copy of detailed corrigendum along with the revised notice of EOGM are being enclosed herewith. This corrigendum and the revised EOGM notice are also available on the website of the company.

Kindly take the above on record.

Thanking you,

For Rajnish Wellness Limited

*Rajnish Kumar Singh*

Rajnish Kumar Singh  
Chairman & Managing Director  
DIN – 07192704





## CORRIGENDUM TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING (EOGM)

This corrigendum is being issued in connection to the EOGM notice dated 10/02/2022. Subsequent to issuance and circulation of EOGM Notice, following information in the below mentioned paragraphs of explanatory statement resolution no. 3 of the EOGM Notice are modified as under:

Additional statement is added in para 14- **Practising Company Secretary Certificate**: "The certificate of the practising company secretary can also be accessed on the company website on the following link <https://rajnishwellness.com/preferential-issue/>."

- i. Sub-para v. is added to para 15 **Other Disclosures / Undertakings**: "v. It is hereby confirmed that neither the Company nor its Directors and to the Company's Knowledge any of its Promoters is a fraudulent borrower."

It is hereby informed that Mr. Prashant Kapadia holds 13,500 Equity shares of the Company (Pre-preferential holding). The details of his holding in para 16 is read as under:

Sr. No.	Name of the Proposed Allottee	Pre - issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-issue holding		No. of Warrants issued	Shareholding post of		Post issue Category
				No. of Equity Shares	% of holding		No. of Equity Shares	% of holding	
19	Prashant Kapadia PAN: AADPK6204F	Non-Promoter	NA	13,500	0.13	25,000	38,500	0.15	Non-Promoter
	<b>TOTAL</b>			<b>13,500</b>	<b>1.13</b>	<b>1,51,00,000</b>	<b>1,51,13,500</b>		

The pre-preferential holding of all the allottees (if any) shall be subject to lock-in as per the provisions of regulation 167 (6) of SEBI (ICDR) Regulations, 2018.

Further, any mention about the above-mentioned details in the EOGM notice shall stand modified accordingly.

This corrigendum should be read in continuation of and in conjunction with the notice. The corrigendum and the revised notice are also being placed on the Company's website. All other contents of the notice remain unchanged.

For Rajnish Wellness Limited

*Rajnish*  
Rajnishkumar Singh  
Chairman and Managing Director  
DIN: 07192704



Place: Mumbai  
Date 05/03/2022

**RAJNISH WELLNESS LIMITED**

**CIN: L52100MH2015PLC265526**

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

**Tel:** +91-22-23065555 **website:** www.rajnishwellness.com **e-mail:** info@rajnishwellness.com

**NOTICE** is hereby given that the meeting of the members of Rajnish Wellness Limited is scheduled to be held on Wednesday, March 09, 2022 at 9.00 a.m at the registered office of the company situated at Plot No. 24, ABCD, Govt. Industrial Estate, Charkop, Kandivali (West) Mumbai – 400067, to transact the following businesses:

**SPECIAL BUSINESSES:**

**1. APPOINTMENT OF MS. MONAM KAPOOR AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of section 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with schedule IV to the act, the companies (appointment and qualification of Directors) Rules, 2014 including any other rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the time being in force) and in accordance with the articles of association of the company, Ms. Monam Kapoor (DIN: 09278005) whose appointment is recommended by the Nomination and remuneration committee and in respect of whom the company has received a notice in writing from a member proposing her candidature for the office of director and who has submitted a declaration that she meets the criteria for independence as provided in section 149 (6) of the act, be and is hereby appointed as an independent non-executive director of the company to hold office for a term of 5 (five) consecutive years commencing from March 09, 2022, whose period of office will not be liable to retirement of directors by rotation.

**RESOLVED FURTHER THAT** the board of directors be and are hereby authorised to do all acts, deeds, things and take all steps, as may be necessary, to give effect to this resolution.”

**2. INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 11,00,00,000/- (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- (Rupees Ten 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, consent of the members of the Company be and is hereby accorded, for alteration of clause V of the Memorandum of Association of the Company by substituting in its place and stead the following:

*“V. The authorised capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- (Rupees ten 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** approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

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**3. ISSUE OF CONVERTIBLE EQUITY WARRANTS THROUGH PREFERENTIAL ALLOTMENT / PRIVATE PLACEMENT:**

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

**“RESOLVED THAT** pursuant to sections 42, 62 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018, the applicable rules, notifications guidelines issued by various authorities including but not limited to the Government of India, Securities and Exchange Board of India, Reserve Bank of India and other competent authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities and subject to the consent of the lenders, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders of the Company be and is hereby accorded, to create, offer, issue and allot, on preferential basis, in one or more tranches for up to 1,51,00,000 (One Crore Fifty One Lakhs) Convertible Equity Warrants (“Warrants”) with each warrant convertible into 1 (one) fully paid up equity share of the company of Rs. 10/- each at a price of Rs. 40/- (Rupees Forty only) being the price determined as per the provisions of Regulation 164 of SEBI (ICDR) Regulations, 2018 to the persons mentioned below falling under the non-promoter group category, in such manner and on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 or any other provisions of the law as may be prevailing as on date.

The details of the proposed allottees and the maximum number of Equity Shares of the Company proposed to be allotted are set forth in the table below:

<b>Sr. No.</b>	<b>Name of the Proposed Allottee</b>	<b>Category</b>	<b>Maximum No. of warrants proposed to be allotted</b>
1.	Azmat Traders LLP	Non-Promoter	5,76,000
2.	Nikhilesh Traders LLP	Non-Promoter	5,76,000
3.	Moonlight Multitrade LLP	Non-Promoter	3,84,000
4.	Nirnay Multitrade LLP	Non-Promoter	3,84,000
5.	Joydeep Commosales LLP	Non-Promoter	3,84,000
6.	Rukhmani Garments LLP	Non-Promoter	11,52,000
7.	Mishti Traders LLP	Non-Promoter	11,52,000
8.	Akarshika Traders LLP	Non-Promoter	11,52,000
9.	Sadhu Vintrade LLP	Non-Promoter	5,76,000
10.	Rajmish Traders LLP	Non-Promoter	5,76,000
11.	Gazala Constructions Private Limited	Non-Promoter	11,52,000
12.	Birva Trading LLP	Non-Promoter	11,52,000
13.	Damini Commosales LLP	Non-Promoter	11,52,000
14.	Whamia Traders LLP	Non-Promoter	11,52,000
15.	Gajraj Commosales LLP	Non-Promoter	11,06,000
16.	Skybridge Incap Advisory LLP	Non-Promoter	11,54,000
17.	Kalpesh Chawalla	Non-Promoter	1,00,000

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18.	Sangeeta Chawalla	Non-Promoter	1,00,000
19.	Prashant Kapadia	Non-Promoter	25,000
20.	Puneet Singh	Non-Promoter	2,00,000
21.	Ami Shah	Non-Promoter	8,95,000
	<b>TOTAL</b>		<b>1,51,00,000</b>

**RESOLVED FURTHER THAT** the “Relevant Date” pursuant to regulation 161 of SEBI (ICDR) Regulations, 2018 in relation to the abovementioned Preferential Issue of Warrants is Monday, February 07, 2022, being the date, which is 30 days prior to the date of the General Meeting.

**RESOLVED FURTHER THAT** the offer, issue and allotment of the aforesaid Warrants to the proposed allottees and equity shares resulting from the exercise of the entitlement of the said warrants, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- a) Amount payable on allotment of warrants shall be 25% of the price per warrant and the amount payable before the date of conversion of warrants into Equity Shares would be 75% of the total consideration.
- b) The said warrants shall be issued and allotted to the allottees within a period of 15 days from the date of passing of this resolution provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.
- c) The Equity Shares allotted on conversion of the warrants shall rank pari-passu in all respects (including voting powers and the right to receive dividend), with the existing equity shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- d) The tenure of warrants shall not exceed 18 (eighteen) months from the date of allotment of the warrants.
- e) The proposed allottee (s) of Warrants shall be entitled to exercise option to convert warrants, in one or more tranches for allotment of one Equity Share of face value of Rs. 10/- (Rupees Ten only) for every warrant, within a period of 18 (eighteen) months from the date of allotment of such warrants.
- f) In case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
- g) The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.
- h) The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / sub-division / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.
- i) The Equity Warrants and the Equity Shares being allotted pursuant to exercise of such Equity Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations.

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- j) The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue, the number of equity shares to be allotted, finalising the terms of agreement(s) and other related document(s), if any, to be executed including amendments thereto, provide any clarifications related to offer, issue and allotment of Equity Warrants and Equity Shares, listing of Equity Shares on Stock Exchanges and authorise to preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings, instruments and such other documents (including documents in connection with appointment of agencies, intermediaries and advisors), utilisation of proceeds of issue and further to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) or authorised signatory/ies of the Company and generally to do all such acts, deeds and things as may be required in connection with the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint/engage any registrar, depositories, professionals, advisors, bankers, consultants and advocates and to finalise their fees/charges and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and further authorised to make requisite filing with concerned regulatory/government authorities / depository(ies), Stock Exchanges and/or any other regulatory authorities to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this connection.

**RESOLVED FURTHER THAT** all action(s) taken by the Board or Committee(s) thereof, any Director(s) or Officer(s) or any other authorised signatory/ies of the Company in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**4. APPROVAL OF LIMITS FOR THE LOANS, GUARANTEES AND INVESTMENT BY THE COMPANY AS PER 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 read with the Rules framed there under and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to give any loans / any other form of debt to any person or other body corporate(s) and / or to give guarantee in connection with a loan / any other form of debt to any other body corporate(s) or person and to acquire, invest and/or deploy the funds of the Company from time to time in inter- corporate investments, debt / equity / quasi-equity securities or instruments, derivatives, bonds / debentures

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(whether fully, partially or optionally convertible or non-convertible) and / or in other financial / money market instruments of one or more bodies corporate, banks and other financial institutions, units of mutual funds or by contribution to the capital of Limited Liability Partnership ('LLPs') in one or more tranches, whether in India or overseas, as may be required from time to time, not exceeding Rs. 90,00,00,000/- (Rupees Ninety Crores only) over and above the limits prescribed under section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment(s), including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment(s) and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution.”

**By the Order of the Board of Directors**

**Sd/-**

**Rajnishkumar Singh**

**Chairman & Managing Director**

**DIN - 07192704**

**Place: Mumbai**

**Date: 10.02.2022**

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**NOTES:**

1. The Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013, in respect of the businesses under items 1 to 4 of the Notice 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 Extra Ordinary General Meeting (“**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 email ids are registered with the Company or Depository Participant(s) for communication purposes 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.

Members may also note that the Notice of the EOGM will also be available on the Company’s website [www.rajnishwellness.com](http://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](mailto:info@rajnishwellness.com).

**5. EVOTING**

**INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING**

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

The Members whose names appear in the Register of Members / List of Beneficial Owners as on 4<sup>th</sup> February, 2022 (cut-off date), are entitled to vote on the resolutions set forth in this Notice. The e-voting period will commence on Sunday, 6<sup>th</sup> March, 2022 at 9.00 am. and will end on Monday, 8<sup>th</sup> March, 2022 at 5.00 p.m. During this period, shareholders of the Company, as on the cut-off date may cast their vote electronically.

The e-voting module shall be disabled by NSDL for voting thereafter. Members will not be able to cast their votes electronically beyond the date and time mentioned above. The Company has appointed M/s Jaymin Modi & Co, Practicing Company Secretaries Firm, Mumbai, to act as the Scrutinizer, to scrutinize the electronic voting process and poll at the Extraordinary General Meeting (EGM) in fair and transparent manner.

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 EGM may also attend the EGM but will not be entitled to cast their vote again. The facility for voting through ballot paper will be



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made available at the EGM venue and the shareholders attending the EGM, who have not cast their vote by remote e-voting will be able to exercise their right at the EGM venue through ballot paper.

The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 2 days of conclusion of the meeting and after scrutinizing such votes received shall make a Scrutinizer's report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.

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 EGM.

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

**The remote e-voting period begins on 06.03.2022 at 09:30 A.M. and ends on 08.03.2022 at 05:00 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. 02.03.2022 may cast their vote electronically.**

**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.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.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.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li></ol>

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	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 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.</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> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <p>      </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. 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 <a href="https://web.cdslindia.com/myeasi/home/loginor">https://web.cdslindia.com/myeasi/home/loginor</a> <a href="https://web.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. <b>NSDL</b> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting 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:**

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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.

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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
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. 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.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. 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](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to [evoting@nsdl.co.in](mailto: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](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

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scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to 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 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.

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

**ITEM NO. 1:**

The Nomination and remuneration committee has recommended the appointment of Ms. Monam Kapoor (**DIN: 09278005**) as an independent director of the company. The company has received the requisite notice in writing under section 160 of the Companies Act, 2013 proposing the candidature of Ms. Monam Kapoor as an Independent Non-Executive Director at the ensuing Extra Ordinary General Meeting.

Ms. Monam Kapoor has consented to the proposed appointment and declared qualified. Ms. Monam Kapoor possesses requisite knowledge, experience and skill for the position of Independent Director.

Based on the recommendation received from the nomination and remuneration committee and in view of her knowledge, skill and experience, it is proposed to appoint Ms. Monam Kapoor as an Independent Non-Executive Director of the company in terms of sections 149, read with section 152 of the companies act, 2013. Ms. Monam Kapoor is not liable to retire by rotation. Ms. Monam Kapoor, if appointed, will hold office for a consecutive term of 5 years commencing from March 09, 2022. The profile of Ms. Monam Kapoor is annexed along with the notice and marked as Annexure I.

None of the Directors / Key Managerial Personnel of the company and their relatives thereof are interested or concerned, financial or otherwise in the proposed resolution.

**ITEM NO. 2:**

The Board in its meeting held on February 10, 2022 have approved the issue of up to 1,51,00,000 convertible equity warrants through preferential allotment / private placement, subject to the approval of members. Each warrant shall be convertible into one equity share of Rs. 10/- each. The said resolution is proposed for the approval of members in Item no. 3 of this notice.

To facilitate the said issue and for future requirements, if any, it is proposed to increase the Authorised Share capital from Rs. 11,00,00,000/- (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs. 10/- each to Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- (Rupees Ten 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 no. 2 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 Promoters, Directors, Key Managerial Personnel and their relatives are concerned or interested, in the resolution no. 1 of this notice.

**ITEM NO. 3:**

The Board of Directors in their meeting held on February 10, 2021 subject to the necessary approvals, has approved the proposal for raising funds and for that to issue and allot up to 1,51,00,000 (One Crores Fifty One Lakhs) Convertible Equity Warrants at a price of Rs. 40/- (Rupees Forty only) per share aggregating to Rs. 60,40,00,000/- (Rupees Sixty Crores Forty Lakhs only) on preferential basis.

The details of the issue and other particulars as required in terms of the Act and SEBI (ICDR) Regulations, 2018 in relation to the aforesaid Special Resolution are given as under:

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**1. Objects of the Preferential Issue:**

The object of raising equity share capital by issuing warrants are:

- i. To fund long term capital requirements for future growth of the Company.
- ii. To meet working capital requirements.
- iii. To invest in new projects, companies, bodies corporates.
- iv. To meet General Corporate Purpose.

**2. The total number of securities to be issued and pricing:**

The Board intends to offer, issue and allot up to 1,51,00,000 (One Crore Fifty-One Lakhs) Convertible Equity Warrants, on preferential basis, to the proposed allottees at a price to be determined as per the provisions of regulation 164 of SEBI(ICDR) Regulations, 2018, each warrant convertible into or exchangeable for one (1) Equity Share of face value Rs. 10/- (Rupees Ten only) each.

**3. Basis on which the price has been arrived at:**

Since the shares of the Company are frequently traded, the issue price for the preferential allotment is determined as per the regulation 164 of SEBI (ICDR) Regulations, 2018. Accordingly, the minimum issue price has been calculated on the basis of trading at BSE. Each warrant is convertible into one equity share of Face value of Rs. 10/- each fully paid up in accordance with the provisions of the SEBI (ICDR) Regulations, 2018.

**4. Relevant Date:**

The “Relevant Date” as per regulation 161 (a) of the SEBI (ICDR) Regulations for determining the minimum price for the preferential issue of warrants (in case of frequently traded shares) is Monday, February 07, 2022, which is a date 30 days prior to the date on which the resolution is deemed to be passed.

**5. The shareholding pattern of the Company before the proposed issue and after the proposed conversion of Equity Warrants as follows:**

Sl. No.	Category	Pre-issue shareholding		Post- issue shareholding (assuming full conversion of Equity Warrants)	
		No. of Equity Shares	% of Shareholding	No. of Equity Shares	% of Shareholding
<b>A</b>	<b>Promoters and Promoter Group Holding</b>				
1	Indian	46,11,949	43.86	46,11,949	18.00
	<b>Sub Total (A)</b>	<b>46,11,949</b>	<b>43.86</b>	<b>46,11,949</b>	<b>18.00</b>
<b>B1</b>	<b>Non-Promoter Holding</b>				
	<b>Institutions</b>	1,29,600	1.23	1,29,600	0.51
<b>B2</b>	<b>Non – Institutions</b>				
1	Individuals (share Capital up to Rs. 2 lakhs)	10,80,703	10.28	10,80,703	4.22
2	Individuals (share Capital in excess of Rs. 2 lakhs)	11,61,472	11.05	24,81,472	9.69
3	<b>Others:</b>				
a.	Body Corporates	10,82,700	10.30	1,48,62,700	58.02
b.	Clearing Member	23,13,926	22.00	23,13,926	9.03
c.	HUF	1,05,772	1.00	1,05,772	0.41



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d.	NRI	29,700	0.28	29,700	0.12
e.	Unclaimed or Suspense or Escrow Account	-	-	-	-
	<b>Sub-Total (B)</b>	<b>59,03,873</b>	<b>56.14</b>	<b>2,10,03,873</b>	<b>82.00</b>
C1	Shares underlying DRs	-	-	-	-
C2	Shares held by Employee Trust	-	-	-	-
C	Non-Promoter – Non-Public	-	-	-	-
	<b>Grand Total</b>	<b>1,05,15,822</b>	<b>100</b>	<b>2,56,15,822</b>	<b>100.00</b>

**6. Proposal / Intention of Promoters, Director or Key Managerial Personnel (s) to subscribe the offer:**

None of the Promoters or Key Managerial Personnel are participating / subscribing to the proposed issue.

**7. The proposed time within which the issue or allotment shall be completed:**

As required under SEBI (ICDR) Regulations, Equity Warrants shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last such approval.

Further, the allotment of Equity Shares upon conversion of warrants shall be done within a period of 15 days from the date of exercise of option of conversion of warrants into equity shares by the allottees.

**8. Change in control, if any, in the Company that would occur consequent to the preferential offer:**

There shall be no change in the management or control of the company pursuant to the aforesaid issue and allotment of equity warrants and including the conversion thereof into equity shares of the company.

**9. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the period from 1<sup>st</sup> April, 2021 till date of notice of this Extra Ordinary General Meeting, the Company has not made any preferential allotments.

**10. Valuation for consideration other than cash:** Not applicable.

**11. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not applicable.

**12. Lock-in period:**

The Equity Shares will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of the SEBI ICDR Regulations.

**13. Listing:**

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued on conversion of Equity Warrants. Such Equity Shares, once allotted, shall rank *pari-passu* with the existing equity shares of the Company in all respects, including dividend.

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**14. Practising Company Secretary Certificate:**

The Certificate being issued by M/s Jaymin Modi & Co, Practising Company Secretary certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, 2018 will be kept open for inspection at the Registered Office of the Company between 11:00 AM and 1:00 PM on all working days between Monday to Friday of every week, up to the date of close of remote e-voting period. The certificate of the practising company secretary can also be accessed on the company website on the following link <https://rajnishwellness.com/preferential-issue/>.

**15. Other Disclosures / Undertakings:**

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI(ICDR) Regulations, where it is so required;
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above warrants shall be continued to be locked in till such amount is paid by the allottees;
- iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;
- iv. It is hereby confirmed that neither the Company nor its Directors and to the Company's Knowledge any of its Promoters is a wilful defaulter.
- v. It is hereby confirmed that neither the Company nor its Directors and to the Company's Knowledge any of its Promoters is a fraudulent borrower.

**16. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and / or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue:**

Sr. No.	Name & Address of the proposed allottee	Pre-issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of Warrants to be issued	Shareholding post exercise of warrants		Post-issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1	AZMAT TRADERS LLP PAN: ABAFA6775D	Non-Promoter	Nirav Savla Sanjay Unawane	-	-	5,76,000	5,76,000	2.25	Non-Promoter
2	NIKHILESH TRADERS LLP PAN: AALFN2190H	Non-Promoter	Seema Choudhary Vinod Choudhary	-	-	5,76,000	5,76,000	2.25	Non-Promoter
3	MOONLIGHT MULTITRADE LLP PAN: AAZFM2094B	Non-Promoter	Kajal Gala Keval Gada	-	-	3,84,000	3,84,000	1.50	Non-Promoter
4	NIRNAY MULTITRADE LLP PAN: AALFN5164B	Non-Promoter	Rinkal Furia Manilal Gada	-	-	3,84,000	3,84,000	1.50	Non-Promoter
5	JOYDEEP COMMOALES LLP PAN: AAKFJ5196L	Non-Promoter	Sanjay Devlekar Sanjay Bhoir	-	-	3,84,000	3,84,000	1.50	Non-Promoter

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6	RUKHMANI GARMENTS LLP  PAN: AARFR2673M	Non-Promoter	Nehal Malde  Varsha Malde	-	-	11,52,000	11,52,000	4.50	Non-Promoter
7	MISHTI TRADERS LLP  PAN: AAZFM5927B	Non-Promoter	Surendra Salunke  Vivek Vithal	-	-	11,52,000	11,52,000	4.50	Non-Promoter
8	AKARSHIKA TRADERS LLP  PAN: ABBFA7737J	Non-Promoter	Sushma Sawant  Pramod Upadhyay	-	-	11,52,000	11,52,000	4.50	Non-Promoter
9	SADHU VINTRADE LLP  PAN: ACQFS0452G	Non-Promoter	Hiral Nagda  Amitkumar Gupta	-	-	5,76,000	5,76,000	2.25	Non-Promoter
10	RAJMISH TRADERS LLP  PAN: AARFR2939N	Non-Promoter	Rahul Ahire  Hiral Nagda	-	-	5,76,000	5,76,000	2.25	Non-Promoter
11	GAZALA CONSTRUCTIONS PRIVATE LIMITED  PAN: AADCG5746K	Non-Promoter	Anant Keer  Rohit Shetty	-	-	11,52,000	11,52,000	4.50	Non-Promoter
12	BIRVA TRADING LLP  PAN: ABAFA6882D	Non-Promoter	Dhruv Zaveri  Parth Zaveri	-	-	11,52,000	11,52,000	4.50	Non-Promoter
13	DAMINI COMMOSALES LLP  PAN: AALFD3778M	Non-Promoter	Bhimraj Patel  Dhiraj Mavji Furia	-	-	11,52,000	11,52,000	4.50	Non-Promoter
14	WHAMIA TRADERS LLP  PAN: AACFW0940P	Non-Promoter	Priya Shah  Prashantbhai Mishra	-	-	11,52,000	11,52,000	4.50	Non-Promoter
15	GAJRAJ COMMOSALES LLP  PAN: AANFG4056F	Non-Promoter	Leena Nagda  Ganpat Shinde	-	-	11,06,000	11,06,000	4.32	Non-Promoter
16	SKYBRIDGE INCAP ADVISORY LLP  PAN: AENFS3799F	Non-Promoter	Devang Master  Kiran Thakore	-	-	11,54,000	11,54,000	4.51	Non-Promoter
17	KALPESH CHAWALLA  PAN: AAHPC7970N	Non-Promoter	NA	-	-	1,00,000	1,00,000	0.39	Non-Promoter
18	SANGEETA CHAWALLA  PAN: ADGPC0339M	Non-Promoter	NA	-	-	1,00,000	1,00,000	0.39	Non-Promoter
19	PRASHANT KAPADIA  PAN: AADPK6204F	Non-Promoter	NA	13,500	0.13	25,000	38,500	0.15	Non-Promoter
20	PUNEET SINGH  PAN: AVTPS7982F	Non-Promoter	NA	-	-	2,00,000	2,00,000	0.78	Non-Promoter
21	AMI SHAH  PAN: AADPK6204F	Non-Promoter	NA	-	-	8,95,000	8,95,000	3.49	Non-Promoter

**RAJNISH WELLNESS LIMITED****CIN: L52100MH2015PLC265526****Registered Office:** Plot No. 24, ABCD, Govt. Industrial Estate, Charkop, Kandivali (West), Mumbai – 400 067.**Tel:** +91-22-23065555 **website:** www.rajnishwellness.com **e-mail:** info@rajnishwellness.com

PAN: AOUPS9279R								
<b>TOTAL</b>			<b>13,500</b>	<b>0.13</b>	<b>1,51,00,000</b>	<b>1,51,13,500</b>		

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said convertible equity warrants to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares upon the conversion of the warrants would be within the Authorised Share Capital of the Company.

The Board of Directors believe that the proposed preferential issue is in the best interest of the Company and its Members and therefore, recommends the Special Resolution as specified under item no. 3 of the accompanying notice for the approval of the members of the company.

None of the Promoters, Directors, Key Managerial Personnel of the Company or their respective relatives, are concerned or interested in the above resolution. However, they may be deemed to be concerned to the extent of change in the percentage of their voting rights in the post equity shareholding in the company, if any.

**ITEM NO. 4:**

In terms of the provisions of section 186 of the Companies Act, 2013, authority to the Board of Directors of the Company to give loan(s), give guarantee(s), provide security(ies) and to make investment(s) together with loan(s) / guarantee(s) / security(ies) already given and investments already made by the Company to other body corporate(s) or person(s) or bank(s) or other financial institution(s) in the ordinary course of business exceeding the prescribed limits i.e. i) sixty per cent of the aggregate of the paid-up share capital, its free reserves and securities premium account of the Company or, ii) hundred per cent of its free reserves and securities premium account of the Company, whichever is more, needs prior approval of shareholders of the Company by means of a special resolution.

The Company is augmenting capital resources and exploring several organic as well as inorganic opportunities to expand the business. In order to pursue the business goals, it shall be imperative to invest or fund upcoming businesses, start-ups and projects. The company may have to invest, provide loans or give guarantees in excess of the limits prescribed in section 186 of the Companies Act, 2013. Therefore, it is proposed to give powers to the Board of Directors or any duly constituted committee thereof, for making investment (s), providing loan(s), or giving guarantee(s) or providing securities in connection with loans to body corporate(s) or person or to acquire or invest funds for an amount not exceeding Rs. 90,00,00,000/- (Rupees Ninety Crores only) over and above the limits prescribed under section 186 of the Companies Act, 2013.

Such loan (s) shall be given and investment(s) shall be made or guarantee(s) shall be given by the board of Directors of the Company or committees thereof in other body corporate(s) or other person(s) including Subsidiary (ies) / Step Subsidiary (ies) in India and abroad from time to time.

The Board of Directors recommend this special resolution as specified under item no. 4 of the accompanying notice for the approval of the members of the company.

None of the Promoters, Directors, Key Managerial Personnel of the Company or their respective relatives, are concerned or interested in the above resolution, except to the extent of their directorships and shareholding in the body corporate(s) in which investments may be made or loans / guarantees may be given pursuant to this Special Resolution.

**By the Order of the Board of Directors**

Sd/-

**Rajnishkumar Singh****Chairman & Managing Director****DIN - 07192704****Place: Mumbai****Date: 10.02.2022**

**RAJNISH WELLNESS LIMITED****CIN: L52100MH2015PLC265526****Registered Office:** Plot No. 24, ABCD, Govt. Industrial Estate, Charkop, Kandivali (West), Mumbai – 400 067.**Tel:** +91-22-23065555 **website:** www.rajnishwellness.com **e-mail:** info@rajnishwellness.com**ANNEXURE 1****DETAILS OF MS. MOONAM KAPOOR WHO IS SEEKING APPOINTMENT AT THE ENSUING EXTRA ORDINARY GENERAL MEETING:**

Name	Monam Kapoor
DIN	09278005
QUALIFICATION	Bachelor in Computer Application, Post graduate Diploma in business management in operations management
EXPERTISE IN SPECIFIC GENERAL FUNCTIONAL AREA	She has vast experience in the field of information technology, financial management and business management.
NO. OF SHARES HELD	Nil
Information as required pursuant to BSE circular with ref. no. LIST/COMP/14/2018-19	Ms. Moonam Kapoor is not debarred from holding the office of director by virtue of any SEBI order or any other authority.

**RAJNISH WELLNESS LIMITED**

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**ATTENDANCE SLIP**

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

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

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Wednesday 09th March, 2022 at 09:00 am at the registered office of the Company situated at Plot No. 24, ABCD, Govt. Industrial Estate, Charkop, Kandivali (West), Mumbai – 400 067.

\_\_\_\_\_  
Signature of the Shareholder or Proxy

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

**RAJNISH WELLNESS LIMITED**  
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**PROXY FORM**

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

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

- Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Email-id: \_\_\_\_\_  
 Signature: \_\_\_\_\_ or failing him
- Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Email-id: \_\_\_\_\_  
 Signature: \_\_\_\_\_ or failing him
- Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Email-id: \_\_\_\_\_  
 Signature: \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra Ordinary General Meeting of Rajnish Wellness Limited to be held on the Wednesday, 9<sup>th</sup> March, 2022 at 9.00 am at the registered office of the Company situated at Plot No. 24, ABCD, Govt. Industrial Estate, Charkop, Kandivali (West), Mumbai – 400 067 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Item No.	Resolutions	Optional	
		For	Against
<b>Special Business</b>			
1	Appointment of Ms. Monam Kapoor as an Independent Director of the Company		
2	Increase the Authorised Share Capital of the company and consequential amendment in the capital clause in the memorandum of association of the company		
3	Issue Of Convertible Equity Warrants Through Preferential Allotment / Private Placement		
4	Approval of Limits for the Loans, Guarantees and Investment by the Company as per section 186 of the Companies Act, 2013		

Signed this..... day of.....2022

Signature of shareholder.....

Signature of Proxy holder(s).....

Affix Revenue Stamp
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Note:

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

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

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

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

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**ROUTE MAP OF THE EGM VENUE**

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

