

Date: 08.09.2021

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

**Scrip Code: 541601**

**Subject: Submission of Annual Report Of 06<sup>th</sup> Annual General Meeting for Financial Year ended 31<sup>st</sup> March, 2021 to be held on Thursday, 30<sup>th</sup> September, 2021 - Regulation 34 Of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.**

Dear Sir/Madam,

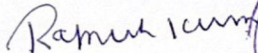
Pursuant to the Provisions of Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclose herewith 06<sup>th</sup> Annual Report with the Notice of 06<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, 30<sup>th</sup> September, 2021 for the Financial Year ended on 31<sup>st</sup> March, 2021.

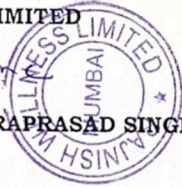
Kindly take the same on your records.

Thanking You.

Yours Truly,

For **RAJNISH WELLNESS LIMITED**

  
**RAJNISHKUMAR SURENDRAPRASAD SINGH**  
DIRECTOR  
DIN: 07192704

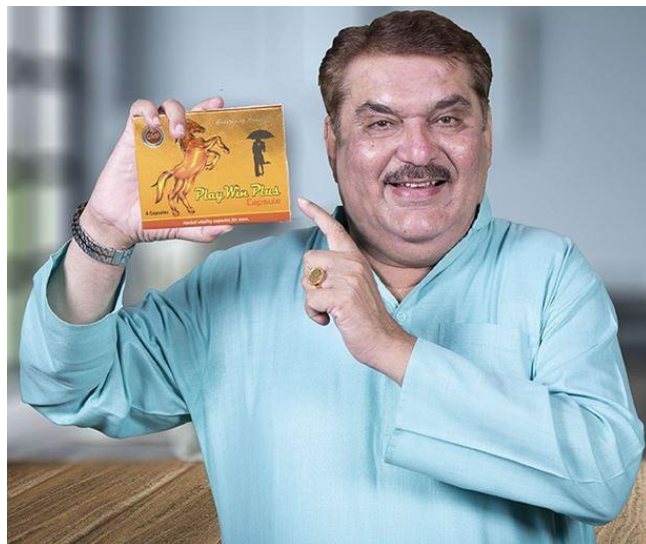


# 2021 ANNUAL REPORT

## RAJNISH WELLNESS LIMITED

CIN:L52100MH2015PLC265526  
Registered Plot No. 24, ABCD, Govt. Industrial Estate, Charkop,  
Kandivali (West), Mumbai – 400 067.  
Tel: +91-22-23065555 Website: [www.rajnishwellness.com](http://www.rajnishwellness.com) Email:  
[info@rajnishwellness.com](mailto:info@rajnishwellness.com)

## FAMOUS BRANDS OF RAJNISH WELLNESS LIMITED



**PLAYWIN SEGMENT OF BRAND WITH HIGHEST CONTRIBUTION OF TOTAL SALES**

**RAJNISH LOTION OF BRAND THE UPCOMING BRAND**



### CORPORATE INFORMATION

<p><b>BOARD OF DIRECTORS</b></p> <p>Rajnishkumar Surendra Prasad Singh Managing Director</p> <p>Shalini Vijendra Mishra Wholetime Director</p> <p>Madhukar Devappa Imade Non-Executive Independent Director</p> <p>Abhinandan Ashok Kumar Paliwal Non-Executive Independent Director</p> <p>Sanjjari Sanju Kashyap w.e.f. 10.03.2021 Non-Executive Director</p>	<p><b>REGISTERED OFFICE</b> Plot No. 24, ABCD, Govt. Industrial Estate, Charkop, Kandivali (West), Mumbai – 400 067</p> <p><b>STATUTORY AUDITORS</b> M/s Ashok Choudhary &amp; Associates 3/911 Navjivan Society Lamington Road Mumbai — 400 008</p> <p><b>SECRETARIAL AUDITOR</b> M/s Brijesh Shah &amp; Co. Company Secretaries A-201, 2nd Floor, New Pallavi Apt, Bhayandar West, Thane 401101.</p>
<p><b>KEY MANAGERIAL PERSONNEL</b></p> <p>Rajveer Singh w.e.f. 23.03.2021 Company Secretary &amp; Compliance Officer</p> <p>Mihir Patwa Chief Financial Officer</p>	<p><b>REGISTRAR AND TRANSFER AGENT</b> Bigshare Services Private Limited E/2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri East, Mumbai – 400072.</p> <p><b>INVESTOR CELL CONTACT DETAILS</b></p> <p>Rajveer Singh Company Secretary &amp; Compliance Officer Tel: 022 -23065555 Email id: info@rajnishwellness.com</p>

### CONTENTS

Particulars	Page Number
Notice	3
Directors' Report	8
Annexure I Form No. AOC – 2	20
Annexure II Extract Of Annual Return	22
Annexure III Median Remuneration	35
Annexure IV Management Discussion And Analysis Report	36
Annexure V Secretarial Audit Report	39
Independent Auditor's Report	45
Balance Sheet as at 31st March 2021	53
Statement of Profit & Loss for the year ended 31st March 2021	54
Cash Flow Statement for the year ended 31st March 2021	56
Notes to Financial Statement for the year ended 31st March 2021	58
Significant accounting policies	58
Attendance Slip	68
Proxy Form	69
Assent/ Dissent Form	70
Route Map of the AGM Venue	72

## **NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 6<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF RAJNISH WELLNESS LIMITED WILL BE HELD ON THURSDAY 30<sup>TH</sup> SEPTEMBER 2021 AT 10.00 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. 24, ABCD, GOVT. INDUSTRIAL ESTATE, CHARKOP, KANDIVALI (WEST), MUMBAI – 400 067 TO TRANSACT THE FOLLOWING BUSINESS:**

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### **ORDINARY BUSINESS:**

#### **Item No. 1 Adoption of financial statements:**

To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended on that date and the Reports of the Directors and the Auditors thereon

#### **Item No. 2 (i) To re-appoint Mr. Rajnishkumar Surendra Prasad Singh (DIN: 07192704), who retires by rotation & being eligible offers himself for re-appointment as Director:**

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

**“RESOLVED THAT**, pursuant to the provisions of Section 152 (6) and other applicable provisions of the Companies Act, 2013 Mr. Rajnishkumar Surendra Prasad Singh (DIN: 07192704) who retires by rotation & being eligible offers himself for re-appointment as Director, be and is hereby re-appointed as a Director liable to retire by rotation.”

#### **Item No. 2 (ii) To re-appoint Ms. Shalini Vijendra Mishra (DIN: 07194597) who retires by rotation & being eligible offers herself for re-appointment as Director:**

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

**“RESOLVED THAT**, pursuant to the provisions of Section 152 (6) and other applicable provisions of the Companies Act, 2013 Ms. Shalini Vijendra Mishra (DIN: 07194597) who retires by rotation & being eligible offers herself for re-appointment as Director, be and is hereby re-appointed as a Director liable to retire by rotation.”

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

#### **Appointment Of M/S. Anand Jain & Associates, Chartered Accountants, as a Statutory Auditors of the Company**

To Consider and approve the Re-appointment of M/S. Anand Jain & Associates, Chartered Accountants, as Statutory Auditors of the Company and fix their remuneration and in this regard 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 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules, circulars, notifications made/issued there under, including any amendments, modification, variation or re-enactment thereof, the appointment of M/S. Anand Jain & Associates, Chartered Accountants, bearing Firm Registration No. 105666W as the Statutory Auditors of the Company, who shall hold the office for a term of One Year, from the conclusion of the Annual General Meeting to be held on 30<sup>th</sup> September, 2022.

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

**SPECIAL BUSINESS:**

**Item No. 4 Regularization of Additional Director Ms.Sanjari Sanju Kashyap(DIN: 07194597) by appointing her as Non-Executive Director.**

**“RESOLVED THAT**, in accordance with the provisions of Section 149, 150 & 152 read with Schedule IV to the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, Ms. Sanjari Sanju Kashyap (DIN: 07194597), who was appointed as an Additional Non-Executive Director of the Company w.e.f. 10-03-2021 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria of the Act and who is eligible for appointment, be and hereby appointed as Non-Executive Director of the Company w.e.f. 10-03-2021.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and /or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

By order of the Board  
For Rajnish Wellness Limited  
Sd/-

Mr. Rajnishkumar Surendra Prasad Singh  
Chairman & Managing Director  
DIN 07192704

Date: 07th September 2021  
Place: Mumbai

**NOTES: -**

1. A shareholder entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on poll on behalf of him and the proxy need not be a member of the Company. The instrument of proxy in order to be effective, must be deposited at the Corporate Office of the Company, duly completed and signed, not less than 48 hours before the commencement of meeting. A person can act as proxy on behalf of shareholders not exceeding fifty (50) in number and holding in aggregate not more than 10% of the total share capital of the company.
2. Corporate shareholders intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the AGM.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. The register of directors and key managerial personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, and the register of contracts or arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

In terms of the provisions of section 152 of the Companies Act, 2013, Mr. Rajnishkumar Surendra Prasad Singh, Managing Director & Ms. Shalini Vijendra Mishra Wholetime Director retires by rotation & being eligible offers herself for re-appointment as Director at the AGM. Nomination and Remuneration Committee and the Board of Directors of the Company recommend their re-appointment. Details of the Directors retiring by rotation/ seeking re-appointment at the ensuing meeting are provided in the Notice.

5. The cutoff date for dispatch of Annual Reports to shareholders is **08th September 2021**.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from, **Friday, 24<sup>th</sup> September 2021** to **Thursday, 30<sup>th</sup> September 2021** (both days inclusive). For the purpose of Annual General Meeting for the financial year ended 31st March 2021.
7. Notice of the AGM along with the Annual Report 2020-2021 is also being sent through electronic mode to those Members whose email address is registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-2021 will also be available on the Company's website [www.rajnishwellness.com](http://www.rajnishwellness.com) website of the Stock Exchange, i.e. on BSE -BSE Limited at [www.bseindia.com](http://www.bseindia.com). For receiving all communication (including Annual Report) from the Company electronically members are requested to register/update their email addresses with the relevant Depository Participant.
8. Shareholders/proxies are requested to bring their copies of the Annual Report to the AGM and the attendance slip duly filled in for attending the AGM.
9. Shareholders are requested to intimate, immediately, any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts.
10. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts.
11. Pursuant to section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are

12. requested to send their requests in Form No. SH-13 to the Registrar and Transfer Agent of the Company. Further, members desirous of cancelling / varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH- 14, to the Registrar and Transfer Agent of the Company.

13. All documents referred to in the accompanying notice will be available for inspection at the corporate office of the company during business hours on all working days up to the date of declaration of the result of the 06th AGM of the Company.

14. In case of joint holders attending the AGM, the shareholder whose name appears as the first holder in the order of name appears as per the Register of Members of the Company will be entitled to vote.

15. The Route map to the venue of the AGM is published in the Annual Report.

16. With reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB as per SEBI (ICDR) Regulations, 2009 are exempted from e-voting provisions. Your Company is listed on SME platform of BSE and therefore Company is not providing e-voting facility to its shareholders

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

Name of the Director	Rajnishkumar Surendra Prasad Singh	Shalini Vijendra Mishra
Date of Birth	16.08.1985	02.03.1994
Date of appointment	03.02.2018	03.02.2018
Expertise in specific functional area	Experience in the field of Manufacturing of Ayurvedic Products, dealing in e-commerce industry and in the field of advertisement	Experience in the area of HR and recruiting
Qualifications	Graduate	Graduate
Other Companies in which Directorship is held as on March 31, 2021	NIL	Nil
Chairman of Committees formed by Board of Other Companies on which he is a Director as on March 31, 2021	Nil	Nil
Members of Committees formed by Board of Other Companies on which he is a Director as on March 31, 2021	NIL	NIL
Shareholding in the Company as on March 31, 2021	32,49,755 Equity Shares	NIL

By order of the Board  
For Rajnish Wellness Limited  
Sd/-

Mr. Rajnishkumar Surendra Prasad Singh  
Chairman & Managing Director  
DIN 07192704

Date: 07th September 2021  
Place: Mumbai



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

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

**Item No. 4**

Ms. Sanjjari Sanju Kashyap was appointed as an Additional Non-Executive Director with effect from 10/03/2021, on the recommendation of the Nomination & Remuneration Committee and in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association.

Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company.

The Board is of the view that the appointment of Ms. Sanjjari Sanju Kashyap on the Company Board is desirable and would be beneficial to the Company and hence the Directors recommend resolution in item number 4 as Ordinary Resolution for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives thereof other than Ms. Sanjjari Sanju Kashyap, or has any concern or interest, financial or otherwise in the resolution set out in item number 4 of this notice.

## **DIRECTOR'S REPORT**

Dear Members,

The Board of Directors ("Board") of **Rajnish Wellness Limited** ("The Company") with immense pleasure present their Report on the business and operations of your company together with the audited financial statements for the financial year ended 31st March, 2021.

### **OPERATING RESULTS**

The operating results of the Company for the year ended 31st March, 2021 are as follows

Amount in Rs.

<b>Particulars</b>	<b>Year ended 31st March, 2021</b>	<b>Year ended 31st March, 2020</b>
Revenue from Operations	13,34,14,523	13,74,76,556
Profit before tax from continuing operations	11,55,014.41	-61,67,697
Tax Expenses (Including Deferred Tax)	1,57,544	-80,647
Profit after Tax	9,97,470	-60,87,049

### **STATE OF AFFAIRS/ COMPANY'S PERFORMANCE**

During the year under review, your company achieved total revenue from operations of Rs. 13,34,14,523/- (previous year Rs. 13,74,76,556) resulting in decrease over the previous year.

The profit after tax (including other comprehensive income) is at Rs. 9,97,470 (previous year Rs. -60,87,049/-).

There was no change in the nature of business of the company during the year.

The current year has been unprecedented with the Covid pandemic affecting the entire world. Its impact has been on every aspect of our life which has been constrained in terms of movement, social interaction, mobility of work and numerous other aspects. Global solutions were required to ensure return to efficient management of business.

### **DIVIDEND**

Considering the financial results and to plough back surplus of the Company, the Board did not recommend payment of any dividend for the year ended 31st March, 2021.

### **TRANSFER TO RESERVES**

No amount has been transferred to reserves and the profit for the year has been retained in the profit and loss account.

### **TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

The provision of Section 125 of Companies Act, 2013 is not applicable as the Company did not declare any dividend in the previous years.

### **SHARE CAPITAL**

During the year under review, there was no change in the Share Capital of the company. As at March 31, 2021, the total paid-up share capital of the company stood at Rs. 4,67,37,000 divided into 46,73,700 equity shares of Rs. 10/- each.

### **LISTING OF EQUITY SHARES**

The securities of the Company are listed on the SME Platform of BSE Limited. Further, the Company has no equity shares carrying differential voting rights.

### **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

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

### **PUBLIC DEPOSITS**

During the year under review your company has not accepted any deposits falling within the meaning of Section 73 of Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY**

During the year, the Company had not entered into any contract/arrangement/transactions with related parties which could be considered as material. All transactions entered into with Related Parties as defined under the Companies Act, 2013 during the financial year were in the ordinary course of business do not attract the provisions of Section 188 of the Companies Act, 2013.

The related party transactions as approved by the Board are disclosed in **ANNEXURE I**.

### **SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES**

There is no subsidiary.

### **RISK MANAGEMENT**

Risk management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events. The company has initiated a process of preparing a comprehensive risk assessment and minimization procedures. The major risks are being identified by the company in areas of operations, financial processes, human resources and statutory compliance.

### **DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION, AND REDRESSAL) ACT, 2013**

Your Company has always provided a safe and harassment free workplace for every individual especially for women in its premises through various policies and practices. Your company has been actively involved in ensuring that the clients and all the employees are aware of the provisions of the POSH Act and rights thereunder. There was no complaint received by the Company during the financial year 2020-2021 under the aforesaid Act.

### **NUMBER OF BOARD MEETINGS DURING THE YEAR**

During the year under review, 13 meetings of the board were held in compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on Board Meeting.

## **COMMITTEES OF THE BOARD BOARD OF DIRECTORS**

As on 31st March 2021, the Board of the Company consisted of 5 Directors and 2 Key managerial Personnel. Accordingly, the composition of the Board is in conformity with Regulation 17 of the Listing Regulations.

The composition of the Board of Directors and Inter-se Relationships amongst Directors is as on 31st March 2021 is summarized below: -

Sr. No	Name of Director	Designation	Relationships between directors inter-se
1	Rajnishkumar Surendra Prasad Singh	Managing Director	No Relation
2	Shalini Vijendra Mishra	Wholetime Director	No Relation
3	Madhukar Devappalmade	Independent Director	No Relation
4	Abhinandan Ashok Kumar Paliwal	Independent Director	No Relation
5	Sanjjari Sanju Kashyap	Non Executive Director	No Relation

## **DURING THE YEAR NONE OF THE DIRECTORS OF THE COMPANY**

Has held or holds office as a director, including any alternate directorship, in more than twenty companies at the same time and maximum number of directorships in public companies does not exceed ten as per the provision of Section 165 of Company Act, 2013.

Has held or holds office of directorships, including any alternate directorships in more than eight listed entities as per the provision of 17A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Has not serve as an independent director in more than seven listed entities and whole-time director has not serve as an independent director in not more than three listed entities.

Is a Member of more than 10 (ten) Committees and Chairman / Chairperson of more than 5 (five) Committees across all the Indian public limited companies in which he / she is a Director.

## **NUMBER OF BOARD MEETINGS AND ATTENDANCE**

During the Financial year 2020-21, Four (4) board meetings were held. These were held on 27th July, 2020, 12<sup>th</sup> November, 2020, 04<sup>th</sup> December, 2020, and 12<sup>th</sup> February, 2021. The interval between any two meetings was well within the maximum allowed gap of 120 days.

SR.NO	NAME OF THE DIRECTOR	DIN	CATEGORY	BOARD MEETINGS	
				HELD	ATTENDED
1.	Rajnishkumar Surendra Prasad Singh	01674671	Managing Director	4	4
2.	Shalini Vijendra Mishra	01674721	Whole-Time Director	4	4
3.	Madhukar Devappalmade	01674642	Independent Director	4	4
4.	Abhinandan Ashok Kumar Paliwal	01029694	Independent Director	4	4
5.	Sanjjari Sanju Kashyap	08387830	Non-Executive Director	0	0



## AUDIT COMMITTEE

Audit Committee of the Board of Directors is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The quorum, power, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

The terms of reference of the committee inter alia include overseeing the Company's financial reporting process and disclosures of financial information. The responsibility of the committee inter alia is to review with the management, the consolidated and standalone quarterly/annual financial statements prior to recommending the same to the Board for its approval.

The committee reviews the reports of the internal and statutory auditors and ensures that adequate follow-up action is taken by respective auditors. The management on observations and recommendations made by the respective auditors.

The Audit Committee also assures the Board about the adequate internal control procedures and financial disclosures commensurate with the size of the Company and in conformity with requirements of the new Listing Regulations. The Board has been reviewing the working of the Committee from time to time to bring about greater effectiveness in order to comply with the various requirements under the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

The committee recommends to the board, the appointment or re-appointment of the statutory auditors and internal auditors of the Corporation and their remuneration. The committee and auditors discuss the nature and scope of audit approves payment of fees for other services rendered by the statutory auditors. The committee also annually reviews with the management the performance of statutory and internal auditors of the Corporation to ensure that an objective, professional and cost-effective relationship is being maintained.

During the financial year 2020-21, the meeting of the Audit committee was held at regular intervals.

The Composition of the Audit Committee as on 31st March 2021 is given herein below:

Sr. No.	Member's Name	Category	Designation
1	Madhukar Imade	Independent Non-Executive Director	Chairman
2	Abhinandan Paliwal	Independent Non-Executive Director	Member
3	Mr. Rajnishkumar Surendra Prasad Singh	Independent Non-Executive Director	Member

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

The role of the audit committee shall include the following:

- 1 Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2 Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- 3 Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 4 Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - (a) matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - (b) Changes, if any, in accounting policies and practices and reasons for the same;
  - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) significant adjustments made in the financial statements arising out of audit findings;
  - (e) Compliance with listing and other legal requirements relating to financial statements;
  - (f) disclosure of any related party transactions; (g) modified opinion(s) in the draft audit report;

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

## **NOMINATION AND REMUNERATION COMMITTEE**

The terms of reference of Nomination and Remuneration Committee include the matters specified in Regulation 19 read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 178 of the Companies Act, 2013.

The terms of reference of the committee inter alia include formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board a policy, relating to the remuneration of the directors, key managerial personnel, senior management and other employees of the Company. The committee formulates the criteria for evaluation of the Chairman, independent directors, non-executive directors, the Board as a whole and Board committee.

The committee's function includes identifying persons who are qualified to become directors of the Company, recommending their appointment or re-appointment of the existing directors to the Board, ensuring that such persons meet the relevant criteria prescribed under applicable laws including qualification, area of expertise and experience, track record and integrity and reviewing and approving the remuneration payable to the executive directors of the Company within the overall limits as approved by the shareholders.

During the financial year 2020-21, the meeting of the Nomination and Remuneration Committee was held at regular intervals.

The Composition of the Nomination and Remuneration Committee on 31st March 2021 is given herein below:

Sr. No.	Member's Name	Category	Designation
1	Madhukar Imade	Independent Non-Executive Director	Chairman
2	Sanjjari Sanju Kashyap	Non-Executive Director	Member
3	Abhinandan Paliwal	Independent Non-Executive Director	Member

### **ROLE OF NOMINATION AND REMUNERATION COMMITTEE INTER-ALIA, INCLUDE THE FOLLOWING**

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

Based on the recommendation of the Nomination and Remuneration Committee and as approved by the Board, the performance of the individual Non-Independent Directors are evaluated annually on basis of criteria such as qualifications, experience, knowledge and competency, fulfillment of functions, ability to function as a team, initiative, availability and attendance, commitment (as a Director), contribution and integrity.

Each individual Independent Director is reviewed, based on the additional criteria of independence and independent views and judgment. Similarly, the performance of the Chairman is evaluated based on the additional criteria such as effectiveness of leadership and ability to steer the meetings, impartiality, commitment (as Chairperson) and ability to keep shareholders' interests in mind.

### **REMUNERATION OF DIRECTORS**

#### **REMUNERATION POLICY**

The remuneration of directors is recommended by the Nomination and Remuneration Committee of the Board in line with the Remuneration Policy of the Company and approved by Board and if required are also approved by the Shareholders and/or the Central Government as the case may be.

The remuneration paid to the Executive Directors is recommended by the Nomination and Remuneration Committee and approved by the Board of Directors subject to shareholders' approval in the subsequent General Meeting. None of the Independent Directors have any pecuniary relationship with the Company other than the sitting fees received by them for attending the meeting of the Board and/or Committee thereof. Performance evaluation criteria for Independent Directors:

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

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

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

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

### **STAKEHOLDERS' GRIEVANCE COMMITTEE**

The Company has constituted a Stakeholders Relationship Committee it comprises most independent directors. The mechanisms adopted by the terms of reference of the committee inter alia include reviewing Corporation to redress shareholder, depositor and debenture holder grievances, the status of litigations filed by/against stakeholders of the Corporation and initiatives taken to reduce the quantum of unclaimed dividends. The committee oversees adherence to service standards and standard operating procedures pertaining to investor services. The committee reviews the status of compliances with applicable corporate and securities laws.

During the financial year 2020-21, the meeting of the Stakeholders Relationship Committee was held at regular intervals.

The Composition of the Stakeholders Relationship Committee as on 31st March, 2021 is given herein below:

Sr. No.	Member's Name	Category	Designation
1	Madhukar Imade	Independent Non-Executive Director	Chairman
2	Abhinandan Paliwal	Independent Non-Executive Director	Member
3	Rajnishkumar Surendra Prasad Singh	Executive Director	Member
4	Shalini Mishra	Executive Director	Member

### **MEETING OF INDEPENDENT DIRECTORS**

A separate meeting of the independent directors ("Annual ID Meeting") was convened on 24<sup>th</sup> February 2021, which reviewed the performance of the Board (as a whole), the Non-Independent Directors and the Chairman. Post the Annual ID Meeting, the collective feedback of each of the Independent Directors was discussed by the Chairperson with the Board covering performance of the Board as a whole, performance of the Non-Independent Directors and performance of the Board Chairman.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and there is no change in their status of Independence. As required under Section 149(7) of the Companies Act, 2013.

### **DETAILS OF FAMILIARIZATION PROGRAMMED IMPARTED TO INDEPENDENT DIRECTORS FOR THE FINANCIAL YEAR 2020-21**

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



## **CORPORATE GOVERNANCE**

Your Company always places a major thrust on managing its affairs with diligence, transparency, responsibility and accountability thereby upholding the important dictum that an Organization's corporate governance philosophy is directly linked to high performance. The Company understands and respects its fiduciary role and responsibility towards its stakeholders and society at large and strives to serve their interests, resulting in creation of value for all its stakeholders. In terms of Regulation 34 of SEBI (LODR) Regulations, furnishing of Corporate Governance Report is not applicable to the company.

## **COMPLIANCE WITH THE SECRETARIAL STANDARDS**

The relevant Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) related to the Board Meetings and General Meeting have been complied with by the Company.

## **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS**

The Nomination and Remuneration Committee has adopted a policy as per Section 178(3) of the Companies Act, 2013 for determination of remuneration and the manner of selection of the Board of Directors, CS and CFO & Managing Director and their remuneration.

Criteria for selection of Non-Executive Director.

- The Non-Executive Directors shall be of high integrity with relevant expertise and experience in the fields of Service Industry, Manufacturing, Marketing, Finance and Taxation, Law, Governance and General Management.
- In case of appointment of independent directors, the committee shall satisfy itself with regard to the criteria of independence of the directors vis-à-vis the company so as to enable the board to discharge its function and duties effectively.
- The committee shall ensure that the candidate identified for appointment as a director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- The committee shall consider the following attributes, whilst recommending to the board the candidature for appointment as director:
  - Qualification, expertise and experience of the directors in their respective fields;
  - Personal, professional or business standing;
  - Diversity of the Board.
- In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Directors and their engagement level.

## **REMUNERATION**

The Non-Executive Directors shall not be entitled to receive remuneration except by way of sitting fees, reimbursement of expenses for participation in the board/committee meetings and commission as approved by the Board of Directors. The independent directors of the company shall not be entitled to participate in the Stock Option Scheme of the company. The aggregate commission payable if any to the Non-Executive Directors will be within the statutory limits.

## **CRITERIA FOR SELECTION/APPOINTMENT OF MANAGING DIRECTOR, EXECUTIVE DIRECTOR, CS AND CFO**

For the purpose of selection of the Managing Director, Executive Director, CS and CFO the Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position. The Committee will also ensure that the incumbent fulfils such other criteria with regard to age and other qualifications as laid down under Companies Act, 2013, or other applicable laws.

Remuneration to Managing Director and Executive Director

- At the time of appointment or re-appointment, the Executive Director and Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the Committee and the Board of Directors) and the Executive Director/ Managing Director, within the overall limits prescribed under the Companies Act, 2013.

- The remuneration shall be subject to the approval of the members of the Company in General Meeting in compliance with the provisions of the Companies Act, 2013.

### **REMUNERATION POLICY FOR THE SENIOR MANAGEMENT EMPLOYEES INCLUDING CFO & CS**

In determining the remuneration of Senior Management Employees, the committee shall ensure/consider the following:

- The relationship between remuneration and performance benchmark;
- The balance between fixed and variable pay reflecting short and long-term performance appropriate to the working of the company and its goals, as mutually agreed.

The policy relating to remuneration of Directors, Key Managerial Personnel, Senior Management and other employees is available on the website of the Company.

### **BOARD EVALUATION AND ASSESSMENT**

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual Directors pursuant to the provisions of the Sections 134, 178 and Schedule IV of the Companies Act, 2013. Evaluation was done after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, performance of specific duties, independence, ethics and values, attendance and contribution at meetings etc.

The performance of the Independent Directors was evaluated individually by the Board after seeking inputs from all the directors on the effectiveness and contribution of the Independent Directors.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members based on the criteria such as the composition of Committees, effectiveness of Committee meetings, etc.

The Board reviewed the performance of the individual Directors on the basis of the contribution of the individual Director during Board and Committee meetings.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, and the performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The Independent Directors also assessed the quality, frequency and timeliness of flow of information between the Board and the management that is necessary for effective performance.

### **DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED, RESIGNED OR RE-DESIGNATED**

During the financial year under review:

- Ms. Sanjjari Sanju Kashyap was appointed on the Board as Additional Director (under Non-Executive Category) with effect from 10<sup>th</sup> March 2021 and she was regularized as Non Executive Director in the Annual General Meeting held on 30<sup>th</sup> September 2021.
- Mr. Rajveer Singh was appointed as Company Secretary & Compliance Officer of the Company by the Board in the board meeting held on 23<sup>rd</sup> March 2021,;

### **DECLARATION BY THE INDEPENDENT DIRECTORS**

During the year under review, the independent directors of the company have submitted their disclosures to the board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 so as to qualify themselves to be appointed as independent directors under the provisions of the Companies Act, 2013 and the relevant rules.

## **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- i. In preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period ;
- iii. The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. The directors have prepared the annual accounts on a going concern basis;
- v. The directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively;
- vi. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and effective.

Further, there are no more qualifications, reservations or adverse remarks made by the statutory auditor/secretarial auditor in their respective reports.

## **EXTRACT OF ANNUAL RETURN**

In accordance with Section 134(3) (a) of the Companies Act, 2013, an extract of the Annual Return of the company for the financial year ended 31st March, 2021 is enclosed as **ANNEXURE II**.

## **CORPORATE SOCIAL RESPONSIBILITY**

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

## **PARTICULARS OF EMPLOYEES**

The information required under section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is presented in a separate section forming part of this Annual Report as **ANNEXURE III**.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

The Management Discussion and Analysis Report for the year under review as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming part of this annual report as **ANNEXURE IV**.

## **STATUTORY AUDITORS**

M/s. Anand Jain & Associates, Chartered Accountants, (Firm Registration No.105666W), Mumbai, was appointed as Statutory Auditor of the Company at the 6th Annual General Meeting held on 30<sup>th</sup> September 2021, for a term of one year till the conclusion of the 7<sup>th</sup>AGM to be held in the year 2022.

## **SECRETARIAL AUDITOR**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company have appointed, M/s Jaymin Modi & Co., Practicing Company Secretaries, Mumbai to conduct the Secretarial Audit for the financial year 2020-2021 period 31<sup>st</sup> March, 2021. The Secretarial Audit Report for the year 2020-21 issued by him in the prescribed form MR-3 is attached as **ANNEXURE V** to this Report. The said Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer made by the Secretarial Auditor.

## **AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT**

The statutory auditors' report and secretarial auditors' report do not contain any qualifications, reservations or adverse remarks. During the year, the statutory auditor and secretarial auditors have not reported any instances of frauds committed in the Company by its officers or employees to the Audit Committee under section 143(12) of the Companies Act, 2013.

## **INTERNAL FINANCIAL CONTROL**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. Based on the audit reports your Company undertakes corrective action in their respective areas and strengthens the controls. The Board of Directors of the Company have adopted various policies like Related Party Transactions policy, Whistle Blower Policy, code of conduct for regulating, monitoring and reporting insider trading and such other procedures for ensuring the orderly and efficient conduct of its business, prevention and detection of frauds and errors, accuracy and completeness of the accounting and timely preparation of financial information.

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

During the financial year under review, there were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in the future.

## **VIGIL MECHANISM**

In pursuance of the provisions of Section 177(9) & (10) of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Policy on vigil mechanism i.e whistle blower policy may be accessed on the Company's website.

The policy provides for a framework and process, for the employees and directors to report genuine concerns or grievances about leakage of unpublished price sensitive information (UPSI), illegal and unethical behavior to the Chairman of the Audit Committee.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

### **(A) CONSERVATION OF ENERGY**

- i) The steps taken or impact on conservation of energy: NIL
- ii) The steps taken by the company for utilizing alternate sources of energy: NIL
- iii) The capital investment on energy conservation equipments: NIL

### **(B) TECHNOLOGY ABSORPTION**

- i) The efforts made towards technology absorption: NIL



ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

- Better economy, reduction in emission & clean operation
- Optimum efficiency

iii) In case of imported technology (imported during the last year reckoned from the beginning of the financial year): NIL

- The details of technology imported: NIL
- The year of import: NIL
- Whether the technology fully absorbed: NIL
- If not fully absorbed , areas where absorption has not taken place, and the reasons thereof; and: NIL

iv) The expenditure incurred on Research and Development: NIL

### **(C) FOREIGN EXCHANGE EARNINGS AND OUTGO**

During the year under review, Foreign Exchange Earnings and Outgo are as under:-

Particulars	2021	2020
Foreign Exchange earned	Nil	Nil
Foreign Exchange used	Nil	Nil

### **ACKNOWLEDGEMENT**

Your directors place on record their gratitude to the Central Government, various State Governments and Company's Bankers and advisors for the valuable advice, guidance, assistance, cooperation and encouragement they have extended to the Company from time to time. The Directors also take this opportunity to thank the company's customers, suppliers and shareholders for their consistent support to the Company. We place on record our appreciation of the contribution made by our employees at all levels. Our consistent growth was made possible by their hard work, solidarity, cooperation and support.

By order of the Board  
For Rajnish Wellness Limited  
Sd/-

Mr. Rajnishkumar Surendra Prasad Singh  
Chairman & Managing Director  
DIN 07192704

Date: 07th September 2021  
Place: Mumbai

## ANNEXURE I OF DIRECTOR'S REPORT

### FORM NO. AOC - 2

**[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014**

Form for disclosure of particulars of contracts / arrangements entered into by the Company with the related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto.

#### 1. Details of contracts or arrangements or transactions not at arm's length basis:

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

#### 2. Details of contracts or arrangements or transactions at arm's length basis:

Sr. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	Rajnish Kumar Singh – Managing Director
2.	Amount	Rs. 4,80,000.00
3.	Nature of contracts/arrangements/transaction	Remuneration / Salary
4.	Duration of the contracts/arrangements/transaction	01-04-2020 to 31-03-2021
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	
6.	Date of approval by the Board	
7.	Amount paid as advances, if any	

Sr. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	Shalini Mishra – Whole Time Director
2	Amount	Rs. 3,00,000.00
3	Nature of contracts/arrangements/transaction	Remuneration / Salary
4	Duration of the contracts/arrangements/transaction	01-04-2020 to 31-03-2021
5	Salient terms of the contracts or arrangements or transaction including the value, if any	
6	Date of approval by the Board	
7	Amount paid as advances, if any	

Sr. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	Mihir Patwa – Chief Financial Officer
2.	Amount	Rs. 3,60,000.00
3.	Nature of contracts/arrangements/transaction	Fees

4.	Duration of the contracts/arrangements/transaction	01-04-2020 to 31-03-2021
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	
6.	Date of approval by the Board	
7.	Amount paid as advances, if any	

Sr. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	Heet Ashok Shah – Company Secretary
2.	Amount	Rs. 2,40,000/-
3.	Nature of contracts/arrangements/transaction	Salary
4.	Duration of the contracts/arrangements/transaction	01-04-2020 to 31-03-2021
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	
6.	Date of approval by the Board	
7.	Amount paid as advances, if any	

By order of the Board  
 For Rajnish Wellness Limited  
 Sd/-

Mr. Rajnishkumar Surendra Prasad Singh  
 Chairman & Managing Director  
 DIN 07192704

Date: 07<sup>th</sup> September 2021  
 Place: Mumbai

## ANNEXURE II OF DIRECTOR'S REPORT

### EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31<sup>st</sup> March, 2021

[Pursuant to section 92 (3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

#### I. Registration and Other Details:

CIN	L52100MH2015PLC265526
Registration Date	13/06/2015
Name of the Company	Rajnish Wellness Limited
Category/Sub-Category of the Company	Company limited by Shares Non-govt company
Address of the Registered office and Contact details	Plot No. 24, ABCD, Govt. Industrial Estate, Charkop, Kandivali (West), Mumbai – 400 067.
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Private Limited 1 <sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai 400059, India. Tel : +91-22-62638200

#### II. Principal Business Activities Of The Company:

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Sale of sexual wellness product	46909	80%
2	Sale of Electronic Items	46524	20

#### III. Particulars of Holding, Subsidiary And Associate Companies:

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
NIL					

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as Percentage of Total Equity):

##### i). Category-wise Shareholding:

S R N O	Category of Shareholder	No. of Shares held at the beginning of the year: 31/03/2020				No. of Shares held at the end of the year :31/03/2021				% Change
		Demat	Physical	Total Shares	Total %	Demat	Physical	Total Shares	Total %	
<b>(A) Shareholding of Promoter and Promoter Group 2</b>										
<b>1</b>	<b>Indian</b>									
a)	<b>INDIVIDUAL / HUF</b>	<b>3249755</b>	<b>0</b>	<b>3249755</b>	<b>69.53</b>	<b>3249755</b>	<b>0</b>	<b>3249755</b>	<b>69.53</b>	<b>0.00</b>
b)	<b>Central / State government(s)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>

c)	<b>BODIES CORPORATE</b>	0	0	0	0.00	0	0	0	0.00	0.00
d)	<b>FINANCIAL INSTITUTIONS / BANKS</b>	0	0	0	0.00	0	0	0	0.00	0.00
e)	<b>ANY OTHERS (Specify)</b>									
1	<b>GROUP COMPANIES</b>	0	0	0	0.00	0	0	0	0.00	0.00
2	<b>TRUSTS</b>	0	0	0	0.00	0	0	0	0.00	0.00
3	<b>DIRECTORS RELATIVES</b>	0	0	0	0.00	0	0	0	0.00	0.00
	<b>SUB TOTAL :</b>	<b>3249755</b>	<b>0</b>	<b>3249755</b>	<b>69.53</b>	<b>3249755</b>	<b>0</b>	<b>3249755</b>	<b>69.53</b>	<b>0.00</b>
<b>(A) Shareholding of Promoter and Promoter Group2</b>										
2	<b>Foreign</b>									
a)	<b>BODIES CORPORATE</b>	0	0	0	0.00	0	0	0	0.00	0.00
b)	<b>INDIVIDUAL</b>	0	0	0	0.00	0	0	0	0.00	0.00
c)	<b>INSTITUTIONS</b>	0	0	0	0.00	0	0	0	0.00	0.00
d)	<b>QUALIFIED FOREIGN INVESTOR</b>	0	0	0	0.00	0	0	0	0.00	0.00
e)	<b>ANY OTHERS (Specify)</b>	0	0	0	0.00	0	0	0	0.00	0.00
	<b>SUB TOTAL :</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>(A) Shareholding of Promoter and Promoter Group2</b>										
3	<b>Non-institutions</b>									
a)	<b>ANY OTHERS (Specify)</b>									
1	<b>DIRECTORS RELATIVES</b>	0	0	0	0.00	0	0	0	0.00	0.00
	<b>SUB TOTAL :</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total Public Shareholding</b>	<b>3249755</b>	<b>0</b>	<b>3249755</b>	<b>69.53</b>	<b>3249755</b>	<b>0</b>	<b>3249755</b>	<b>69.53</b>	<b>0.00</b>
<b>(B) Public shareholding</b>										
4	<b>Institutions</b>									
a)	<b>Central / State government(s)</b>	0	0	0	0.00	0	0	0	0.00	0.00



b)	FINANCIAL INSTITUTIONS / BANKS	0	0	0	0.00	0	0	0	0.00	0.00
c)	MUTUAL FUNDS / UTI	0	0	0	0.00	0	0	0	0.00	0.00
d)	VENTURE CAPITAL FUNDS	0	0	0	0.00	0	0	0	0.00	0.00
e)	INSURANCE COMPANIES	0	0	0	0.00	0	0	0	0.00	0.00
f)	FII'S	0	0	0	0.00	0	0	0	0.00	0.00
g)	FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0.00	0	0	0	0.00	0.00
h)	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
i)	ANY OTHERS (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
j)	FOREIGN PORTFOLIO INVESTOR	57600	0	57600	1.23	57600	0	57600	1.23	0.00
k)	ALTERNATIVE INVESTMENT FUND	0	0	0	0.00	0	0	0	0.00	0.00
	<b>SUB TOTAL :</b>	<b>57600</b>	<b>0</b>	<b>57600</b>	<b>1.23</b>	<b>57600</b>	<b>0</b>	<b>57600</b>	<b>1.23</b>	<b>0.00</b>
<b>(B) Public shareholding</b>										
<b>5</b>	<b>Non-institutions</b>									
a)	BODIES CORPORATE	373200	0	373200	7.99	594000	0	594000	12.71	4.72
b)	INDIVIDUAL									
1	(CAPITAL UPTO TO Rs. 1 Lakh)	161015	0	161015	3.45	264215	0	264215	5.65	2.21
2	(CAPITAL GREATER THAN Rs. 1 Lakh)	513920	0	513920	11.00	421520	0	421520	9.02	(1.98)
c)	ANY OTHERS (Specify)									
1	HINDU UNDIVIDED FAMILY	91410	0	91410	1.96	67410	0	67410	1.44	(0.51)
2	TRUSTS	0	0	0	0.00	0	0	0	0.00	0.00
3	CLEARING MEMBER	214800	0	214800	4.60	3600	0	3600	0.08	(4.52)

4	NON RESIDENT INDIANS (NRI)	12000	0	12000	0.26	15600	0	15600	0.33	0.08
5	DIRECTORS RELATIVES	0	0	0	0.00	0	0	0	0.00	0.00
6	EMPLOYEE	0	0	0	0.00	0	0	0	0.00	0.00
7	OVERSEAS BODIES CORPORATES	0	0	0	0.00	0	0	0	0.00	0.00
8	UNCLAIMED SUSPENSE ACCOUNT	0	0	0	0.00	0	0	0	0.00	0.00
9	IEPF	0	0	0	0.00	0	0	0	0.00	0.00
d)	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
	<b>SUB TOTAL :</b>	<b>1366345</b>	<b>0</b>	<b>1366345</b>	<b>29.23</b>	<b>1366345</b>	<b>0</b>	<b>1366345</b>	<b>29.23</b>	<b>0.00</b>
	<b>Total Public Shareholding</b>	<b>1423945</b>	<b>0</b>	<b>1423945</b>	<b>30.47</b>	<b>1423945</b>	<b>0</b>	<b>1423945</b>	<b>30.47</b>	<b>0.00</b>
<b>(C) Shares held by Custodians and against which Depository Receipts have been issued</b>										
6										
e)	SHARES HELD BY CUSTODIANS	0	0	0	0.00	0	0	0	0.00	0.00
10	Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
11	Public	0	0	0	0.00	0	0	0	0.00	0.00
	<b>SUB TOTAL :</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total Public Shareholding</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
	<b>GRAND TOTAL</b>	<b>4673700</b>	<b>0</b>	<b>4673700</b>	<b>100.00</b>	<b>4673700</b>	<b>0</b>	<b>4673700</b>	<b>100.00</b>	<b>0.00</b>

**ii) Shareholding of Promoters & Promoter Group**

SL No	Shareholder's Name	Shareholding at beginning of the year 31/03/2020			Shareholding at the end of the year 31/03/2021			
		No of Shares	% of total Shares of the Comp	% of Shares pledged/encumbered to total Shares	No of Shares	% of total Shares of the Comp	% of Shares pledged/encumbered to total Shares	% Change

			any			any		
1	RAJNISH KUMAR SINGH	3249755	69.5328	0.0000	3249755	69.5328	0.0000	0.0000
<b>TOTAL</b>		<b>3249755</b>	<b>69.5328</b>		<b>3249755</b>	<b>69.5328</b>		<b>0.0000</b>

### iii) Change in Promoters' Shareholding

S R N O	Name	Shareholding		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares At the Beginning (31/03/2020) / end of the year (31/03/2021)	% total Shares of the Company				No of Shares	% total Shares of the Company
1	RAJNISH KUMAR SINGH	3249755	69.53	31-Mar-2020			3249755	69.53
		3249755	69.53	31-Mar-2021			3249755	69.53

### (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S R N O	Name	Shareholding		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares At the Beginning (31/03/2020) / end of the year (31/03/2021)	% total Shares of the Company				No of Shares	% total Shares of the Company
1	PIVOTAL BUSINESS MANAGERS LLP	0	0.00	31-Mar-2020			0	0.00
			4.52	03-Apr-2021	211200	Buy	211200	4.52

				0				
		211200	4.52	31-Mar-2021	0		211200	4.52
2	SUNIDHI SECURITIES & FINANCE LIMITED	211200	4.52	31-Mar-2020	0		211200	4.52
			0.00	03-Apr-2020	-211200	Sell	0	0.00
			0.03	28-Aug-2020	1200	Buy	1200	0.03
			0.00	04-Sep-2020	-1200	Sell	0	0.00
			0.05	15-Jan-2021	2400	Buy	2400	0.05
			0.00	22-Jan-2021	-2400	Sell	0	0.00
			0.00	31-Mar-2021	0		0	0.00
3	SWAMI SAMARTH TRADING PVT LTD	121200	2.59	31-Mar-2020	0		121200	2.59
		121200	2.59	31-Mar-2021	0		121200	2.59
4	VAISHALI YATIN SHAH	102000	2.18	31-Mar-2020	0		102000	2.18
			1.80	11-Dec-2020	-18000	Sell	84000	1.80

			1.08	18-Dec-2020	-33600	Sell	50400	1.08
			0.67	25-Dec-2020	-19200	Buy	31200	0.67
			0.36	31-Dec-2020	-14400	Sell	16800	0.36
			0.33	01-Jan-2021	-1200	Sell	15600	0.33
			0.18	08-Jan-2021	-7200	Sell	8400	0.18
		8400	0.18	31-Mar-2021	0		8400	0.18
5	MANISHA . GUPTA	90210	1.93	31-Mar-2020	0		90210	1.93
		90210	1.93	31-Mar-2021	0		90210	1.93
6	MONARCH NETWORTH CAPITAL LIMITED	80400	1.72	31-Mar-2020	0		80400	1.72
			1.69	03-Apr-2020	-1200	Sell	79200	1.69
			1.72	10-Apr-2020	1200	Buy	80400	1.72
			1.62	15-May-2020	-4800	Sell	75600	1.62
			1.54	22-May	-3600	Sell	72000	1.54



				- 202 0				
			1.59	29- May - 202 0	2400	Buy	74400	1.59
			1.62	05- Jun - 202 0	1200	Buy	75600	1.62
			1.57	12- Jun - 202 0	-2400	Sell	73200	1.57
			1.49	19- Jun - 202 0	-3600	Sell	69600	1.49
			1.46	10- Jul- 202 0	-1200	Sell	68400	1.46
			1.49	17- Jul- 202 0	1200	Buy	69600	1.49
			1.46	14- Aug - 202 0	-1200	Sell	68400	1.46
			1.51	21- Aug - 202 0	2400	Buy	70800	1.51
			1.49	28- Aug - 202 0	-1200	Sell	69600	1.49
			1.51	04- Sep - 202 0	1200	Buy	70800	1.51
			1.54	11- Sep - 202 0	1200	Buy	72000	1.54
			1.57	18- Sep - 202	1200	Buy	73200	1.57

				0				
			1.59	25-Sep-2020	1200	Buy	74400	1.59
			1.62	30-Sep-2020	1200	Buy	75600	1.62
			1.64	23-Oct-2020	1200	Buy	76800	1.64
			1.67	06-Nov-2020	1200	Buy	78000	1.67
			1.72	20-Nov-2020	2400	Buy	80400	1.72
			1.64	11-Dec-2020	-3600	Sell	76800	1.64
			1.67	18-Dec-2020	1200	Buy	78000	1.67
			1.72	31-Dec-2020	2400	Buy	80400	1.72
			1.75	08-Jan-2021	1200	Buy	81600	1.75
			1.72	15-Jan-2021	-1200	Sell	80400	1.72
			1.75	05-Feb-2021	1200	Buy	81600	1.75
			1.72	12-Feb-2021	-1200	Sell	80400	1.72

			1.77	05-Mar - 2021	2400	Buy	82800	1.77
			1.64	19-Mar - 2021	-6000	Sell	76800	1.64
			1.67	26-Mar - 2021	1200	Buy	78000	1.67
		78000	1.67	31-Mar - 2021	0		78000	1.67
7	SUMIT KUMAR GUPTA	67200	1.44	31-Mar - 2020	0		67200	1.44
		67200	1.44	31-Mar - 2021	0		67200	1.44
8	SHRI MAHALAXMI AGRICULTURAL	66000	1.41	31-Mar - 2020	0		66000	1.41
		66000	1.41	31-Mar - 2021	0		66000	1.41
9	YATIN B SHAH .	65010	1.39	31-Mar - 2020	0		65010	1.39
			1.11	08-Jan - 2021	-8400	Sell	51810	1.11
			1.03	05-Feb - 2021	-3600	Sell	48210	1.03
		48210	1.03	31-Mar - 2021	0		48210	1.03

10	ONE EARTH CAPITAL LIMITED	57600	1.23	31-Mar - 2020	0		57600	1.23
		57600	1.23	31-Mar - 2021	0		57600	1.23
11	HKG LIMITED	56400	1.21	31-Mar - 2020	0		56400	1.21
			1.13	11-Dec - 2020	-3600	Sell	52800	1.13
			1.41	25-Dec - 2020	13200	Buy	66000	1.41
			1.46	31-Dec - 2020	2400	Buy	68400	1.46
			1.49	08-Jan - 2021	1200	Buy	69600	1.49
			1.08	22-Jan - 2021	-19200	Sell	50400	1.08
			1.03	05-Feb - 2021	-2400	Sell	48000	1.03
		48000	1.03	31-Mar - 2021	0		48000	1.03
12	RITHIK KANODIA	36000	0.77	31-Mar - 2020	0		36000	0.77
		36000	0.77	31-Mar - 2021	0		36000	0.77

**(v) Shareholding of Directors and Key Managerial Personnel:**

For Each of the Directors and Key Managerial Personnel.	Shareholding at the beginning of the year.		Cumulative Shareholding during the year.	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Rajnishkumar Surendra PrasadSingh	3249755	69.53	3249755	69.53
Shalini Vijendra Mishra	170	0.00498	170	0.00498
Mihir Shrenik Patwa	9	0.000264	9	0.000264

**V. INDEBTEDNESS**

**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	5,58,69,160	2,12,68,862	Nil	77138022
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>5,58,69,160</b>	<b>2,12,68,862</b>	<b>Nil</b>	<b>77138022</b>
Change in Indebtedness during the financial year				
Addition	42,23,463	50,50,031	Nil	9273494
Reduction	Nil	Nil	Nil	Nil
Net Change	42,23,463	50,50,031	Nil	9273494
Indebtedness at the end of the financial year				
i) Principal Amount	6,00,92,623	2,63,18,893	Nil	<b>86411516</b>
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>6,00,92,623</b>	<b>2,63,18,893</b>	<b>Nil</b>	<b>86411516</b>

**VI. REMUNERATION OF DIRECTORS AND KEYMANAGERIAL PERSONNEL:**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager.**

Sr. No.	Particulars of Remuneration	Rajnish Kumar Singh Managing Director	Shalini Mishra Wholetime Director	Total Amount INR
1	Gross salary	4,80,000	3,00,000	7,80,000
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961.	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961.	Nil	Nil	Nil
2	Stock option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission as % of profit others (specify)	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
	<b>Total (A)</b>	<b>4,80,000</b>	<b>3,00,000</b>	<b>7,80,000</b>
	Ceiling as per the Act	NA	NA	NA



**B. Remuneration to other Directors -**

Sr. No.	Particulars of Remuneration	Name of the Directors			Total Amount INR
		Abhinandan	MadhukarImade		
1	Independent Directors				
	(a) Fee for attending board committee meetings	40,000	40,000	-	40,000
	(b) Commission	Nil	Nil	-	Nil
	(c) Others, please specify	Nil	Nil	-	Nil
	total (1)	Nil	Nil	-	Nil
2	Other Non-Executive Directors	Nil	Nil	-	Nil
	(a) Fee for attending board committee meetings	Nil	Nil	-	Nil
	(b) Commission	Nil	Nil	-	Nil
	(c) Others [Remuneration]	Nil	Nil	-	Nil
	Total (2)	Nil	Nil	-	Nil
	Total (B)= (1+2)	Nil	Nil	-	Nil
	total Managerial Remuneration	Nil	Nil	-	Nil
Overall Ceiling as per the Act.		Nil	Nil	-	Nil

**C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD -**

Sr.No.	Particulars of Remuneration	Key Managerial Personnel		
		Heet Ashok Shah CS	Mihir Patwa CFO	Total
1	Gross Salary	2,40,000	3,60,000	6,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961.	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961.	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission as % of profit	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
	Total	2,40,000	3,60,000	6,00,000

**VII.\*PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

\*There was no penalty, punishment, compounding of offences for the Company, directors or any other officers in default in respect of the Companies Act, 1956 & Companies Act, 2013.

## ANNEXURE III OF DIRECTOR'S REPORT

### MEDIAN REMUNERATION

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

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

Name of the directors	Ratio to median remuneration
<b>Executive Directors</b>	
Rajnish Kumar Singh – MD	2.92
Shalini Mishra – WTD	1.89
<b>Non-Executive Directors</b>	
The company has not paid any remuneration (except sitting fee) to the Non-Executive Directors of the company during the financial year under review (i.e. FY 2020-21)	

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

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% Increase in remuneration in the financial year
Rajnish Kumar Singh - MD	103.68%
Shalini Mishra - WTD	-16.66%
Mihir Patwa - CFO	0%
Heet Ashok Shah - CS	33.33%

c. The percentage increase in the median remuneration of employees in the financial year: -51.99

d. The number of permanent employees on the rolls of Company: 20

e. Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average annual increase was around: -51.99

Increase in the managerial remuneration for the year was: 20.095%

f. Affirmation that the remuneration is as per the remuneration policy of the Company: The Nomination and Remuneration Committee of the company has affirmed that the remuneration paid is as per the remuneration policy of the Company.

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

## **ANNEXURE IV OF DIRECTOR'S REPORT**

### **MANAGEMENT DISCUSSION AND ANALYSIS**

#### **Overview**

India is the largest provider of generic drugs globally. Indian pharmaceutical sector supplies over 50% of global demand for various vaccines, 40% of generic demand in the US and 25% of all medicine in the UK. Globally, India ranks 3rd in terms of pharmaceutical production by volume and 14th by value. The domestic pharmaceutical industry includes a network of 3,000 drug companies and ~10,500 manufacturing units.

India enjoys an important position in the global pharmaceuticals sector. The country also has a large pool of scientists and engineers with a potential to steer the industry ahead to greater heights. Presently, over 80% of the antiretroviral drugs used globally to combat AIDS (Acquired Immune Deficiency Syndrome) are supplied by Indian pharmaceutical firms.

#### **Market Size**

According to the Indian Economic Survey 2021, the domestic market is expected to grow 3x in the next decade. India's domestic pharmaceutical market is estimated at US\$ 42 billion in 2021 and likely to reach US\$ 65 billion by 2024 and further expand to reach ~US\$ 120-130 billion by 2030.

India's biotechnology industry comprising biopharmaceuticals, bio-services, bio-agriculture, bio-industry, and bioinformatics. The Indian biotechnology industry was valued at US\$ 64 billion in 2019 and is expected to reach US\$ 150 billion by 2025.

India's medical devices market stood at US\$ 10.36 billion in FY20. The market is expected to increase at a CAGR of 37% from 2020 to 2025 to reach US\$ 50 billion.

#### **Business Overview**

We follow an asset-light model and all our products are manufactured by GMP compliant manufacturers. The products in the portfolio are FDA approved and have cleared all the necessary compliances. With the experience and expertise of the promoter Mr. Rajnishkumar Singh, we are strategically building the brand which helps the company targeting the majority of its audience along with cost savings.

The current strategy of the company is to expand and deepen store presence in the states where it has recently entered. The focus will be on creating extensive demand for its brands and emphasize on creating the highest recall value.

#### **Road Ahead**

Medicine spending in India is projected to grow 9-12% over the next five years, leading India to become one of the top 10 countries in terms of medicine spending.

Going forward, better growth in domestic sales would also depend on the ability of companies to align their product portfolio towards chronic therapies for diseases such as cardiovascular, anti-diabetes, anti-depressants and anti-cancers, which are on the rise.

The Indian Government has taken many steps to reduce costs and bring down healthcare expenses. Speedy introduction of generic drugs into the market has remained in focus and is expected to benefit the Indian pharmaceutical companies. In addition, the thrust on rural health programmes, lifesaving drugs and preventive vaccines also augurs well for the pharmaceutical companies.

## OUR PRODUCT PORTFOLIO

Playwin is the flagship brand of the company and it caters to the sexual wellness segment. The company focuses a lot on developing its brand and penetrating new markets with it. The brand has established itself in the states of Maharashtra, Karnataka and Odisha and is now exploring several new states.

Playwin contributes highest to the total revenues of the company Our product portfolio consists of contraceptives, sexual enhancement supplements, personal lubricants, personal and healthcare products.

RWL is the only company who has developed an entire basket of ayurvedic sexual wellness and personal care products. All the products are FDA approved and have relevant certifications. The products are carefully formulated so that it can be suitable for every person, even a person suffering from lifestyle diseases such as blood pressure and diabetes can consume it.

In addition to the above we offer Dava Discount is business opportunities in domestic horizon covering all the states of the country.



Dava discount is supplying all pharmaceutical products throughout the country with its Dava Discount franchisee. Our business objectives is to provide good benefits to our associates and provide all branded medicines at a discount price.

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

Not only this, the company assures you goodwill on which you can always rely on.

Dava Discount Franchise offers flat 20-25% off on all branded medicines (not generic) to customers.

Doctor also prescribes branded medicines only. First 3 months assured income of Rs. 1, 00,000 /- p.m. Less Investment, High Returns. Corporate marketing support i.e. Digital, Social marketing. Corporate support for all types of licenses work and staff recruitment

Normal Medical Store gives up to 10-15% discount on medicines (Generic & Branded). Unavailability of prescribed medicines leads to use of alternative medicine. Discount on selective medicines only. No profit assurance. High Investment, Less Returns. No marketing support. No support for license work and staff recruitment.

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

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

#### **RISK MANAGEMENT:**

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

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

#### **CAUTIONARY STATEMENT:**

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

Date: 07<sup>th</sup> September 2021  
Place: Mumbai

For Rajnish Wellness Limited  
Sd/-  
Mr. Rajnishkumar Surendra Prasad Singh  
Chairman & Managing Director



**ANNEXURE V OF DIRECTOR'S REPORT**

**FORM NO. MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2021  
[Pursuant to section 204 (1) of the Companies Act, 2013 and rule No. 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

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

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Rajnish Wellness Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me areas on able basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon based on my verification of the **Rajnish Wellness Limited**.

Based on my verification of the **Rajnish Wellness Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, here by report that in my opinion, the company has, during the audit period covering the financial year ended **31st March, 2021** has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, except to those mentioned below in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained **Rajnish Wellness Limited** for the **financial year ended on 31st March, 2021** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - Not Applicable
- (v) The following Regulations and Guidelines prescribed under the Securities and exchange Board of India Act, 1992 ('SEBI Act');
  - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 –
  - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 –
  - iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - **Not Applicable to the Company during the period under review**
  - iv. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - **Not Applicable to the Company during the period under review**

- v. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable to the Company during the period under review**
- vi. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client -
- vii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009 - **Not Applicable to the Company during the period under review**
- viii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not Applicable to the Company during the period under review**
- ix. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Ltd.;

**During the period under review and as per representations and clarifications provided by the management, I confirm that the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreement etc. mentioned hereinabove, except:**

In accordance with Section 138(1) of the Companies Act, 2013, the Company has not appointed Internal Auditor during the year.

Further, The Company has filed certain E-Forms with ROC (Ministry of Corporate Office) with additional/delayed fees during the year.

We further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in the Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors during the period under review, other than those mentioned in the Director Report. Adequate notice is given to all directors to schedule the Board Meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

I further report that:

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

The Company has filed certain Forms with ROC with delayed fees during the year.

**For JAYMIN MODI & CO.  
Practicing Company Secretaries  
ACS No:A44248  
C P No. 16948**

**Sd/-  
CS Jaymin Modi  
Proprietor  
(UDIN: A044248C000910861)**

**Date: 7<sup>th</sup>September, 2021  
Place: Mumbai**

ANNEXURE – A TO SECRETARIAL AUDIT REPORT

To,  
The Members,

Rajnish Wellness Limited  
Registered Address:  
Plot No. 24, ABCD, Govt. Industrial Estate,  
Charkop, Kandivali (West), Mumbai – 400 067.

Our Secretarial Audit Report dated **08th September, 2021** is to be read with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to make a report based on the secretarial records produced for our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our report.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company as it is taken care in the statutory audit.
4. We have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
5. Compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. This Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For, Jaymin Modi CO.  
Practicing Company Secretaries  
Sd/-  
CS Jaymin Modi  
Proprietor  
ACS No: A44248  
C P No. 16948  
UDIN: A044248C000910861

Date: 07th September, 2021  
Place: Mumbai

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

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

We have examined the relevant registers records forms returns and disclosures received from the Directors of Rajnish Wellnedd Limited (hereinafter referred to as 'the Company') having CIN L52100MH2015PLC265526and having registered office at Plot No. 24, ABCD, Govt. Industrial Estate, Charkop, Kandivali (West), Mumbai – 400 067, produced before me by the Company for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in))as considered necessary and explanations furnished to me by the Company & its officers I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 31st March 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN
1	Rajnishkumar Surendra Prasad Singh	07192704
2	Shalini Vijendra Mishra	07194597
3	Madhukar DevappaImade	08062545
4	Abhinandan Ashok Kumar Paliwal	08064706
5	Sanjjari Sanju Kashyap	03514536

**For JAYMIN MODI & CO.**  
**Practicing Company Secretaries**  
**ACS No:A44248**  
**C P No. 16948**

**Sd/-**  
**CS Jaymin Modi**  
**Proprietor**  
**(UDIN:A044248C000910872)**

**Date: 7<sup>th</sup>September, 2021**  
**Place: Mumbai**

**MANAGING DIRECTOR & CFO CERTIFICATE COMPLIANCE CERTIFICATE  
UNDER REGULATION 17(8) OF THE LISTING REGULATIONS**

To,  
The Board of Directors  
Rajnish Wellness Limited  
Registered Address:  
Plot No. 24, ABCD, Govt. Industrial Estate,  
Charkop, Kandivali (West), Mumbai – 400 067.

Dear Sir(s)

The Managing Director and Chief Financial Officer have certified to the Board that:

- a) They have reviewed the Financial Statements and the Cash Flow Statement for the year ended March 31 2021 and that to the best of their knowledge and belief:
- these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - these statements together present a true and fair view of the company's affairs and are in compliance with existing Accounting Standards applicable laws and regulations.
- b) There are to the best of their knowledge and belief no transactions entered into by the Company during the year which are fraudulent illegal or violative of the Company's Code of Conduct.
- c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee deficiencies in the design or operation of such internal controls if any of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d) They have indicated to the auditors and the Audit Committee the following:
- significant changes in internal control over financial reporting during the year if any;
  - significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - Instances of significant fraud of which they have become aware and the involvement therein if any of the management or an employee having a significant role in the company's internal control system over financial reporting.

For Rajnish Wellness Limited  
Sd/-  
Rajnish Kumar Singh  
Managing Director

Mihir Patwa  
Chief Financial Officer

Date: 07<sup>th</sup> September 2021  
Place: Mumbai

## INDEPENDENT AUDITOR'S REPORT

To the Members of

### RAJNISH WELLNESS LIMITED

#### Report on the Standalone Financial Statements

##### Opinion

We have audited the accompanying standalone financial statements of **Rajnish Wellness Limited** (Formerly Known as "Rajnish Hot Deals Private Limited") ("the Company"), which comprises of the Balance Sheet as at 31 March, 2021, and the Statement of Profit and Loss for the year then ended, and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2021, and profit and its cash flows for the year ended on that date.

##### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

##### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report.

##### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (the Act) with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of accounting records, relevant to the preparation and presentation of the



financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are responsible for overseeing the Company's financial reporting process.

#### **Auditors' Responsibility for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

#### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2016 ("the order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.

1. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e) On the basis of written representations received from Directors as on 31 March, 2021, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2021, from being appointed as a director in terms of section 164(2) of the Act;
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B", and

- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit & Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations on its financial position in the financial statements;
  - ii. The Company does not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There were no amounts required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March, 2021.

For Ashok Choudhary & Associates  
Chartered Accountants  
FRN No: 130405W

Ashok Choudhary  
Proprietor  
Membership No: 046679

Place: Mumbai  
Date: 28/06/2021

### **Annexure A to Independent Auditors' Report**

The Annexure A referred to in Independent Auditor's Report of even date to the members of the Company on the financial statements for the year ended 31 March, 2021, we report that:

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets;  
  
(b) The fixed assets have been physically verified by the management according to a phased programmed designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the company and nature of its assets. Pursuant to the programmed, a portion of the fixed assets has been physically verified by the management during the year and no material discrepancies have been noticed on such physical verification;  
  
(c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, there are no immovable properties held by the Company and hence the paragraph 3(i)(c) of the Order is not applicable to the Company;
2. As explained to us, physical verification of the inventories have been conducted at reasonable intervals by the management. No material discrepancies were noticed on such physical verification;
3. The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act. Therefore, paragraph 3(iii) of the Order is not applicable to the Company;
4. In our opinion, and according to the information and the explanations given to us, the Company has not made any investments or provided any guarantees or security to the parties covered under Section 185 and 186 of the Act. Accordingly, the provisions of paragraph 3(iv) of the Order are not applicable to the Company;
5. The company has not accepted any deposits from the public within the meaning of section 73 to 76 of the Act. Accordingly, paragraph 3(v) of the Order is not applicable;
6. The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act, for any of products traded by the Company. Accordingly, paragraph 3(vi) of the Order is not applicable;
7.
  - a. According to the information and explanations given to us and on the basis of our examination of the books of account of the Company, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, wealth tax, duty of customs, duty of excise, value added tax and other material statutory dues, as applicable, with the appropriate authorities.
  - b. According to information and explanation given to us, no disputed amounts payable in respect of provident fund, income tax, sales tax, excise duty and cess and any other material statutory dues were in arrears as at 31 March, 2021, for a period of more than six months from the date they became payable;
8. Based on the audit procedures and on the basis of information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowings to any financial institutions or banks. The company has not taken any loans from government. The company has not issued any debentures as at the Balance Sheet date;

9. The Company has raised money by way of initial public offer during the year. The Company has not raised money by way of further public offer (including debt instruments) during the year. According to information and explanations given to us, term loans have been applied for the purposes for which they were obtained;
10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year, nor have we been informed of any such case by the Management;
11. The Managerial Remuneration has been paid or provided during the year which does not exceed the limits prescribed in section 197 read with the applicable schedule of the Act. Accordingly, requisite approvals mandated by the provisions of section 197 read with Schedule V of the Companies Act are not applicable;
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable;
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards;
14. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares. The Company has not issued any convertible debentures during the year;
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable;
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Ashok Choudhary & Associates  
Chartered Accountants  
FRN No: 130405W

Ashok Choudhary  
Proprietor  
Membership No: 046679

Place: Mumbai  
Date: 28/06/2021

## **Annexure B to the Independent Auditor's Report**

Referred to in Paragraph 1(f) 'Report on Other Legal and Regulatory Requirements' in our Independent Auditors' Report to the members of the Company on the Financial Statements for the year ended March 31, 2021.

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **Rajnish Wellness Limited** ("the Company") as of 31<sup>st</sup> March, 2021, in conjunction with our audit of the financial statements of the Company for the period ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Board of Directors of the Company management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally

accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the Company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Ashok Choudhary & Associates  
Chartered Accountants  
FRN No: 130405W

Ashok Choudhary  
Proprietor  
Membership No: 046679

Place: Mumbai  
Date: 28/06/2021



**RAJNISH WELLNESS LIMITED**  
**(Formerly known as "Rajnish Hot Deals Private Limited")**  
**BALANCE SHEET AS AT 31ST MARCH, 2021**  
**CIN: L52100MH2015PLC265526**



Particulars	Note No	As at 31st March 2021	As at 31st March 2020
<b>Equity And Liabilities</b>			
<b>Shareholders' Funds</b>			
Share Capital	2	4,67,37,000	4,67,37,000
Reserves & Surplus	3	17,05,45,934	16,95,48,464
<b>Non-Current Liabilities</b>			
Long Term Borrowings	4	6,00,92,623	5,58,69,160
<b>Current Liabilities</b>			
Short Term Borrowings	5	2,63,18,893	2,12,68,862
Trade Payables	6	2,09,18,746	1,20,58,316
Other Current Liabilities	7	39,18,695	1,03,48,380
Short Term Provision	8	1,44,25,026	1,55,83,540
<b>TOTAL</b>		<b>34,29,56,917</b>	<b>33,14,13,722</b>
<b>Assets</b>			
<b>Non - Current Assets</b>			
Fixed Assets			
Tangible Assets	9	40,099	5,96,934
Deferred Tax Assets (net)	10	3,62,823	2,31,614
Long Term Loans and Advances	11	60,00,000	60,50,000
<b>Current Assets</b>			
Inventories	12	1,09,96,280	1,03,70,618
Trade Receivables	13	16,79,77,872	11,99,25,754
Cash And Cash Equivalent	14	17,56,417	8,48,125
Short Term Loans and Advances	15	15,18,05,628	14,96,96,127
Other Current Assets	16	40,17,798	4,36,94,551
<b>TOTAL</b>		<b>34,29,56,917</b>	<b>33,14,13,722</b>
<b>Significant Accounting Policies and Notes on Financial Statements</b>	1 to 34		

**As per our report of even date**  
**For M/s. Ashok Chaudhary & Associates**  
Chartered Accountants  
**(Firm Registration No. 130405W)**

**For and on behalf of Board**

**Ashok Choudhary**  
Proprietor  
**(Membership No. 049976)**

**Rajnish Kumar Singh**  
Managing Director  
(DIN 07192704)

**Shalini Mishra**  
Whole Time Director  
(DIN 07194597)

**Place:** Mumbai  
**Date:** 28.06.2021

**RAJNISH WELLNESS LIMITED**  
(Formerly known as "Rajnish Hot Deals Private Limited")  
**STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 31ST MARCH 2021**  
CIN: L52100MH2015PLC265526

Particulars	Note No	2019-2020	2019-2020
<b><u>INCOME</u></b>			
Revenue From Operations	17	13,34,14,523	13,74,76,556
Other Income	18	3,64,12,464	19,06,013
<b>Total</b>		<b>16,98,26,987</b>	<b>13,93,82,569</b>
<b><u>EXPENDITURE</u></b>			
Purchases of Traded goods	19	15,17,01,489	6,01,70,042
Changes in Inventories of Stock - in -Trade	20	(6,25,661)	1,90,37,700
Employee Benefits Expense	21	39,06,632	51,28,743
Finance Costs	22	30,38,128	88,87,955
Depreciation and Amortization Expense	9	5,56,835	5,29,288
Other Expenses	23	1,00,94,549	5,17,96,537
<b>Total</b>		<b>16,86,71,972</b>	<b>14,55,50,265</b>
<b>Profit/(Loss) before Tax</b>		<b>11,55,014</b>	<b>(61,67,697)</b>
<b>Tax Expense:</b>			
Current Tax		2,88,754	-
Short Provision of Tax for earlier years			9,957
Deferred Tax		(1,31,209)	(90,604)
<b>Profit / (Loss) for the period</b>		<b>9,97,470</b>	<b>(60,87,049)</b>
<b><u>Earnings per Equity Share:</u></b>			
Basic and diluted		0.21	(1.30)
<b>Significant Accounting Policies and Notes on Financial Statements</b>	1 to 34		
<b>As per our report of even date</b> <b>For M/s. Ashok Chaudhary &amp; Associates</b> Chartered Accountants <b>(Firm Registration No. 130405W)</b>		<b>For and on behalf of the Board</b>	

**Ashok Choudhary**

Proprietor

**(Membership No. 049976)**

**Place:** Mumbai

**Date:** 28.06.2021

**Rajnishkumar Singh**

Managing Director

(DIN 07192704)

**Shalini Mishra**

Whole Time

Director

(DIN 07194597)



**RAJNISH WELLNESS LTD**  
(Formerly known as Rajnish Hot Deals Pvt. Ltd.)  
CIN: L52100MH2015PTC265526

**CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2021**

Sr. No	Particulars	2020-2021	2019-2020
A)	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Net Profit before tax	11,55,014	(61,67,697)
	<b>Add:</b>		
	Depreciation	5,56,835	5,29,288
	<b>Operating Profit before Working Capital changes</b>	<b>17,11,849</b>	<b>(56,38,409)</b>
	<b>Add :</b>		
	Changes in Short Term Borrowings	50,50,031	(2,00,83,943)
	Changes in Trade Payables	84,60,430	16,86,522
	Changes in Other Current Liabilities	(64,29,685)	(1,17,13,624)
	Changes in Long Term Loans and Advances	50,000	(41,01,860)
	Changes in Inventories	(6,25,661)	1,90,37,700
	Changes in Trade Receivables	(4,80,52,118)	6,72,79,211
	Changes in Short Term Loans and Advances	(21,09,501)	(10,82,67,902)
	Changes in Other Current Assets	3,96,76,752	(33,10,925)
	<b>Cash generated from operations</b>	<b>(18,67,903)</b>	<b>(6,51,13,229)</b>
	Net cash before Extra ordinary Items	<b>(18,67,903)</b>	<b>(6,51,13,229)</b>
	Less: Taxes paid		
	<b>Net cash flow from operating activities (A)</b>	<b>(18,67,903)</b>	<b>(6,51,13,229)</b>
B)	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	Purchase of Fixed assets	-	(25,371)
	<b>Net cash flow from investing activities (B)</b>	-	(25,371)
C)	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	Term Loan taken from Banks		5,21,10,327
	Term Loan taken from Others	27,76,195	(15,94,500)
	<b>Net cash from financing activities (C)</b>	<b>27,76,195</b>	<b>5,05,15,827</b>
	<b>Net increase /(decrease) in cash &amp; cash equivalents (A+B+C)</b>	<b>9,08,292</b>	<b>(1,46,22,773)</b>
	Cash & Cash equivalents as at year beginning	8,48,125	1,54,70,898
	Cash & Cash equivalents as at year closing	17,56,417	8,48,125
	<b>Net increase/(decrease) as disclosed above</b>	<b>9,08,292</b>	<b>(1,46,22,773)</b>
Note	<p><i>Figures in brackets indicate outflow</i> The above Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard 3 on Cash Flow Statements prescribed under Companies Act, 2013.</p>		
	<p><b>As per our report of even date For M/s. Ashok Chaudhary &amp; Associates</b></p>	<p><b>For and on behalf of the Board</b></p>	

Chartered Accountants  
**(Firm Registration No. 130405W)**

**Ashok Choudhary**

Proprietor

**(Membership No. 049976)**

**Place:** Mumbai

**Date:** 28.06.2021

**Rajnish  
Kumar  
Singh**

Managing  
Director  
(DIN  
07192704)

**Shalini Mishra**

Whole Time Director

(DIN 07194597)

**RAJNISH WELLNESS LIMITED**

**(Formerly known as "Rajnish Hot Deals Private Limited")**

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**NOTE 1: SIGNIFICANT ACCOUNTING POLICIES**

**I. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**A BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material respects with the Accounting Standards specified under section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014 and other relevant provisions of the Companies Act, 2013. All assets and liabilities have been classified as current or non-current as per the criteria set out in the schedule III to the Companies Act, 2013.

**B USE OF ESTIMATES**

The preparation of financial statements in conformity with GAAP requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosures of contingent liabilities as on the date of the financial statements and the reported amounts of revenues and expenses during the period reported. Although, these estimates are based upon management's knowledge of current events and actions, actual results could differ from those estimates and revisions, if any, are recognized in the current and future periods.

**C FIXED ASSETS**

Fixed Assets are stated at cost of acquisition less accumulated depreciation/amortization. Costs include all expenses directly attributable to bring the assets to its present location and condition. None of the assets were revalued during the course of the year.

**D DEPRECIATION AND AMORTISATION**

Depreciation on the tangible assets is provided as per Schedule II of the Companies Act, 2013 or as prescribed by the Management based on technical evaluation. Depreciation for assets purchased/sold during a period is proportionately charged.

**E INVENTORIES**

Inventories are valued lower of Cost or Net Realisable Value.

**F IMPAIRMENT OF ASSETS**

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. An impairment loss recognized in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.

**G EARNINGS PER SHARE**

Basic Earnings Per Share is calculated by dividing the net profit or loss for the year attributable to Equity Shareholders by the weighted average number of equity shares outstanding during the year.

**H REVENUE RECOGNITION**

The Company recognizes income on accrual basis. Sales are recognized when significant risks and rewards are transferred to the buyer as per the contractual terms or on

dispatch where such dispatch coincides with transfer of significant risks and rewards to the buyer. However, where the ultimate collection of the same lacks reasonable certainty, revenue recognition is postponed to the extent of uncertainty.

**I PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

Provisions involving a substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the Financial Statements. Contingent Assets are neither recognized nor disclosed in the Financial Statements.

**J Investments:**

Long Term investments are stated at cost and provision is made when there is a decline, other than temporary, in the value thereof.

Current Investments are carried at lower of cost and market value.

**K Borrowing Costs:**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Statement of Profit and Loss.

**L Foreign Currency Transactions:**

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.

**M Employee Benefits:**

Short-term employee benefits are recognized as an expense at the undiscounted amount in the Profit & Loss Account of the year in which the related service is rendered.

**N Provision for Current and Deferred Tax:**

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961. Deferred Tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognized and carried forward only to the extent that there is virtual Certainty that the asset will be realized in future.



<b>RAJNISH WELLNESS LIMITED</b>					
<b>(Formerly known as "Rajnish Hot Deals Private Limited")</b>					
<b>NOTES FORMING PART OF THE FINANCIAL STATEMENTS</b>					
			<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>	
			<b>(₹)</b>	<b>(₹)</b>	
<b>NOTE 2: SHARE CAPITAL</b>					
<b>Authorised</b>					
70,00,000 (P.Y. 70,00,000) Equity Shares of Rs 10 each			<b>7,00,00,000</b>	<b>7,00,00,000</b>	
			<b>7,00,00,000</b>	<b>7,00,00,000</b>	
<b>Issued, Subscribed and paid up</b>					
46,73,700 (P.Y. 34,12,500) Equity Shares of Rs. 10 each, fully paid up			<b>4,67,37,000</b>	<b>4,67,37,000</b>	
			<b>4,67,37,000</b>	<b>4,67,37,000</b>	
<b>(i) The reconciliation of the number of shares outstanding is set out below:</b>					
		<b>As at 31st March, 2021</b>		<b>As at 31st March, 2020</b>	
<b>Particulars</b>	<b>No of Shares held</b>	<b>Amount</b>	<b>No of Shares held</b>	<b>Amount</b>	
<b>Equity shares at the beginning of year</b>	<b>46,73,700</b>	<b>4,67,37,000</b>	46,73,700	4,67,37,000	
<b>Add: During the year</b>		-			
<b>Equity shares at the end of year</b>	<b>46,73,700</b>	<b>4,67,37,000</b>	46,73,700	4,67,37,000	
<b>(ii) Rights, Preferences and restrictions attached to Equity Shares</b>					
The Company has only one class of equity shares having a par value of Rs. 10 per share. Each Shareholder is eligible for one vote per share. In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.					
<b>(iii) The details of shareholders holding more than 5% shares :</b>					
<b>Name of the Shareholder</b>		<b>As at 31st March, 2021</b>		<b>As at 31st March, 2020</b>	
		<b>No. of shares held</b>	<b>% held</b>	<b>No. of shares held</b>	<b>% held</b>
<b>Rajnish Kumar Singh</b>		<b>32,49,755</b>	<b>69.53</b>	32,49,755	69.53
<b>(iv) Out of 46,73,700 Equity Shares, 9,50,000 aggregate number of shares are allotted as fully paid up by way of bonus shares in Financial Year 2017-18.</b>					
<b>NOTE 3 : RESERVES AND SURPLUS</b>					
<b>Surplus in Profit and Loss Account</b>					
Opening Balance			<b>6,07,21,464</b>	<b>6,68,08,513</b>	
Less: Utilisation for Bonus					
Add: Profit for current year			<b>9,97,470</b>	<b>(60,87,049)</b>	
Closing Balance			<b>6,17,18,934</b>	<b>6,07,21,464</b>	
<b>Securities Premium Account</b>					
Opening Balance			<b>10,88,27,000</b>	<b>10,88,27,000</b>	

Add: Addition during the year		-	-
Closing Balance		<b>10,88,27,000</b>	<b>10,88,27,000</b>
<b>RAJNISH WELLNESS LIMITED</b>			
<b>(Formerly known as "Rajnish Hot Deals Private Limited")</b>			
<b>NOTES FORMING PART OF THE FINANCIAL STATEMENTS</b>			
<b>NOTE 4 : LONG TERM BORROWINGS</b>			
<b>Secured Loan</b>			
Term Loan from Banks			
State Bank of India CC		<b>97,72,350</b>	<b>5,27,17,129</b>
State Bank of India STDR		<b>5,03,20,273</b>	
<b>Unsecured Loan</b>			
Term Loan from Banks			
			<b>19,87,480</b>
Term Loan from Others			
			<b>11,64,551</b>
		<b>6,00,92,623</b>	<b>5,58,69,160</b>
<b>NOTE 5 : SHORT TERM BORROWINGS</b>			
<b>Unsecured</b>			
Loan repayable on demand			
Unsecured			
- From Banks		<b>69,72,828</b>	<b>49,85,348</b>
- From Others		<b>1,93,46,065</b>	<b>1,62,83,514</b>
Secured			
- From Banks			
		<b>2,63,18,893</b>	<b>2,12,68,862</b>
<b>NOTE 6 : TRADE PAYABLES</b>			
Micro Small and Medium Enterprises*		21,12,550.00	22,34,502.00
Others		1,95,07,580.00	98,23,814.32
		0	
		<b>2,16,20,130</b>	<b>1,20,58,316</b>
*The Company has initiated the process of identifying (MSMEs) as per Micro, Small and Medium Enterprises Development Act, 2006. Based on the information available, the Company is of the opinion that there are three entities that can be defined as MSMEs.			
<b>NOTE 7 : OTHER CURRENT LIABILITIES</b>			
Advances from Customers			
			<b>1,08,617</b>
Creditors for Expenses			
		<b>17,79,362</b>	<b>84,66,141</b>
TDS Payable			
		<b>19,68,933</b>	<b>17,53,222</b>
Profession Tax Payable			
		<b>20,400</b>	<b>20,400</b>
Audit Fees Payable			
		<b>1,50,000</b>	
		<b>39,18,695</b>	<b>1,03,48,380</b>

<b>RAJNISH WELLNESS LIMITED</b>		
<b>(Formerly known as "Rajnish Hot Deals Private Limited")</b>		
<b>NOTES FORMING PART OF THE FINANCIAL STATEMENTS</b>		
<b>NOTE 8 : SHORT TERM PROVISIONS</b>		
Provision for Tax (Net of Taxes)	<b>1,44,25,026</b>	<b>1,56,67,418</b>
	<b>1,44,25,026</b>	<b>1,56,67,418</b>
<b>NOTE 10 : DEFERRED TAX ASSETS</b>		
Related to Fixed Assets	<b>3,62,823</b>	<b>2,31,614</b>
	<b>3,62,823</b>	<b>2,31,614</b>
<b>NOTE 11 : LONG TERM LOANS AND ADVANCES</b>		
<i>(Unsecured, considered good)</i>		
Security Deposits		<b>50,000</b>
Investment	<b>60,00,000</b>	<b>60,00,000</b>
	<b>60,00,000</b>	<b>60,50,000</b>
<b>NOTE 12 : INVENTORIES</b>		
Stock-in-Trade	<b>1,09,96,280</b>	<b>1,03,70,618</b>
	<b>1,09,96,280</b>	<b>1,03,70,618</b>
<b>NOTE 13 : TRADE RECEIVABLES</b>		
<i>(Unsecured considered good)</i>		
More than 6 Months	<b>29,47,960</b>	<b>96,72,513</b>
Others	<b>16,50,29,912</b>	<b>11,02,53,241</b>
	<b>16,79,77,872</b>	<b>11,99,25,754</b>
<b>NOTE 14 : CASH &amp; CASH EQUIVALENTS</b>		
Balances with Banks	6,63,640	3,30,171
Cash on Hand	10,92,777	5,17,954
	<b>17,56,417</b>	<b>8,48,125</b>
<b>NOTE 15 : SHORT TEM LOANS &amp; ADVANCES</b>		
<i>(Unsecured, considered good)</i>		
Advance for Expenses	7,68,21,640	7,39,19,079
Advance to Creditors for Goods	7,45,34,855	7,55,57,799
Accrued Interest	4,49,133	2,19,248
	<b>15,18,05,628</b>	<b>14,96,96,127</b>
<b>NOTE 16 : OTHER CURRENT ASSETS</b>		
Prepaid Profession Tax	8,000	8,000
GST Input Tax Credit	40,09,798	81,32,238
Prepaid Expenses		3,55,54,313
	<b>40,17,798</b>	<b>4,36,94,551</b>

<b>RAJNISH WELLNESS LIMITED</b>		
<b>(Formerly known as "Rajnish Hot Deals Private Limited")</b>		
<b>NOTES FORMING PART OF THE FINANCIAL STATEMENTS</b>		
	<b>2020-2021</b>	<b>2019-2020</b>
<b>NOTE 17 : REVENUE FROM OPERATIONS</b>		
Sale of Products	13,34,14,523	13,74,76,556
	<b>13,34,14,523</b>	<b>13,74,76,556</b>
<b>NOTE 18 : OTHER INCOME</b>		
Interest Income	2,47,128	19,06,013
Sundry Balance Written off	41,55,311	
Commission Income	3,02,90,979	
Advertisement Income	8,75,600	
Discount Received	8,18,038	
Delivery Charges	25,408	
	<b>3,64,12,464</b>	<b>19,06,013</b>
<b>NOTE 19 : PURCHASES OF STOCK-IN-TRADE</b>		
Purchases of traded goods	15,17,01,489	6,01,70,042
	<b>15,17,01,489</b>	<b>6,01,70,042</b>
<b>NOTE 20 : CHANGES IN INVENTORIES OF STOCK-IN-TRADE</b>		
Opening Stock	1,03,70,618	2,94,08,318
Less: Closing Stock	1,09,96,280	1,03,70,618
	<b>(6,25,661)</b>	<b>1,90,37,700</b>
<b>NOTE 21 : EMPLOYEE BENEFITS EXPENSE</b>		
Salaries & Wages	32,68,682	27,98,735
Directors Remuneration	6,37,000	22,00,000
Directors Sitting Fees		40,000
Staff Welfare	950	90,008
	<b>39,06,632</b>	<b>51,28,743</b>
<b>NOTE 22 : FINANCE COST</b>		
Interest Paid on Loan	27,48,128	85,39,105
Other Borrowing costs	2,90,000	3,48,850
	<b>30,38,128</b>	<b>88,87,955</b>
<b>NOTE 23 : OTHER EXPENSES</b>		
Rent	7,25,000	13,97,664
Brokerage and Commission Paid		8,18,362
Courier Expenses	15,994	3,16,921
Packing Material	3,23,644	35,900
Advertisement Expenses	80,49,333	3,75,07,695
Business Promotion		65,49,789
Payment to Auditors	1,50,000	2,50,000
Legal & Professional Fees	1,98,800	26,44,013
ROC Filing Fees	39,500	15,086
Miscellaneous Expenses	5,92,278	22,61,108
	<b>1,00,94,549</b>	<b>5,17,96,537</b>

**RAJNISH WELLNESS LIMITED**  
**(Formerly known as "Rajnish Hot Deals Private Limited")**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**NOTE 24 :** In the opinion of the Management, Current Assets have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

**NOTE 25 :** The company follows the policy of including the financing cost incurred up to the date the asset is ready to use in the cost of the asset. All other borrowing costs are treated as revenue expenses.

**NOTE 26:** The Company had initiated the process of identifying (MSMEs) as per Micro, Small and Medium Enterprises Development Act, 2006. Based on the information available, the Company is of the opinion that there are three entities that can be defined as MSMEs.

**NOTE 27 :** There are no known contingent liabilities during the year.

**NOTE 28 : Payment to and Provision for Auditors**

	<u>2020-2021</u>	<u>2019-2020</u>
Audit Fees	1,00,000	2,00,000
Taxation Matters	50,000	50,000
Certification Fees For Other Taxation Matters		-
Other Matters including Peer Review Audit		15,000
		<b>2,57,500</b>

**NOTE 29 : Related Party Transactions**

(a) Companies, Firms, Key Management Personnel under common control

Sr. No.	Name of Related Party	Nature of Transaction	<u>2020-2021</u>	<u>2019-2020</u>
1	Rajnish Kumar Singh - Director	Salary	4,80,000	24,00,000
2	Shalini Mishra - Director	Salary	3,00,000	3,00,000
3	Mihir Patwa - Chief Financial Officer	Salary		
4	Heet Ashok Shah - Company	Fees	3,60,000	19,20,000
		Salary		

Secretary	<b>2,40,000</b>	<b>1,80,000</b>
(Joined from 01.09.2018)		

**NOTE 30: Provision for Current Tax**

I Provision for Current tax is made with reference to taxable income computed for the accounting period for which the financial statement are prepared by applying the tax rates relevant to the Assessment Year.

II The Break up of Deferred Tax Liability as on 31th March, 2021 is as follows:

	<b>31st March 2021</b>	31st March 2020
A. Deferred Tax Assets		
Opening balance as at 01/04/2020	<b>2,37,178</b>	<b>1,46,573</b>
Timing Difference in Depreciable Assets	<b>1,31,209</b>	<b>90,604</b>
	<b>3,68,387</b>	<b>2,37,178</b>
B. Deferred Tax Liabilities		
Opening balance as at 01/04/2020	<b>5,564</b>	<b>5,564</b>
Timing Difference in Depreciable Assets	-	-
	<b>5,564</b>	<b>5,564</b>
Net Deferred Tax Asset/ (Liability)	<b>3,62,823</b>	<b>2,31,614</b>

**NOTE 31 : Earning Per Share**

	<b>31st March, 2021</b>	31st March 2020
Net Profit after tax as per Profit and Loss statement attributable to Equity Shareholders	<b>9,97,470</b>	<b>(60,87,049)</b>
Weighted Average Number of Equity Shares	<b>46,73,700</b>	<b># 46,73,700</b>
Basic and Diluted Earnings per share (₹)	<b>0.21</b>	(1.30)
Face Value per equity share (₹)	<b>10.00</b>	10.00

**NOTE 32 :** There are no reportable segment other than trading activities as per AS-17 Segment Reporting. The company does not have transactions of more than 10% of total revenue with any single external customer.

**NOTE 33 :** The previous year figures have been regrouped/ reclassified, wherever necessary to confirm to the current year presentation.

**As per our report of even  
date  
For M/s. Ashok Chaudhary &  
Associates**

Chartered Accountants  
**(Firm Registration No.  
130405W)**

**For and on behalf of the Board**

**Ashok Choudhary**

Proprietor

**(Membership No. 049976)**

**Rajnishkumar  
Singh**

Managing Director  
(DIN 07192704)

**Shalini  
Mishra**  
Whole Time  
Director  
(DIN  
07194597)

**Place: Mumbai**

**Date: 28.06.2021**



**RAJNISH WELLNESS LIMITED**

(Formerly known as "Rajnish Hot Deals Private Limited")

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**NOTE 9: FIXED ASSETS**

**AS PER SCHEDULE I TO THE COMPANIES ACT, 2013**

DESCRIPTION	GROSS BLOCK AT COST			DEPRECIATION/AMORTISATION			NET BLOCK	
	As at 01-04-2020	Additions during the year	As at 31-03-2021	Provided upto 01-04-2020	For the Period 2020-2021	As at 31-03-2021	As at 31-03-2021	As at 31-03-2020
<b><u>TANGIBLE ASSETS :</u></b>								
Computer	823,571	-	<b>823,571</b>	743,996	79,574	<b>823,570</b>	<b>0</b>	79,574
Motor Vehicle	74,800	-	<b>74,800</b>	53,692	8,593	<b>62,285</b>	<b>12,515</b>	21,108
Office Equipment	1,449,703	-	<b>1,449,703</b>	996,053	453,650	<b>1,449,703</b>	<b>0</b>	453,650
Furniture & fixtures	96,255	-	<b>96,255</b>	53,656	15,017	<b>68,673</b>	<b>27,583</b>	42,600
<b>TOTAL</b>	<b>2,444,329</b>	-	<b>2,444,329</b>	<b>1,847,396</b>	<b>556,835</b>	<b>2,404,231</b>	<b>40,099</b>	<b>596,934</b>
<b>PREVIOUS YEAR</b>	<b>2,418,958</b>	<b>25,371</b>	<b>2,444,329</b>	<b>1,318,108</b>	<b>529,288</b>	<b>1,847,396</b>	<b>596,934</b>	<b>1,100,851</b>

**RAJNISH WELLNESS LIMITED**

CIN:L52100MH2015PLC265526

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

Tel: +91-22-23065555 Website:[www.rajnishwellness.com](http://www.rajnishwellness.com) Email: [info@rajnishwellness.com](mailto:info@rajnishwellness.com)

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 9th Annual General Meeting of the Company held on Thursday 30th September 2021 at 10.00 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 Annual Report at the meeting.

**RAJNISH WELLNESS LIMITED**

CIN:L52100MH2015PLC265526

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

Tel: +91-22-23065555 Website:[www.rajnishwellness.com](http://www.rajnishwellness.com) Email: [info@rajnishwellness.com](mailto:info@rajnishwellness.com)

**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: \_\_\_\_\_ or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual General Meeting of Rajnish Wellness Limited to be held on the Thursday 30th September 2021 At 10.00 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>Ordinary Business</b>			
1	Adoption of financial statements:		
2 (i)	To re-appoint Mr. Rajnishkumar Surendra Prasad Singh (DIN: 07192704), who retires by rotation & being eligible offers himself for re-appointment as Director		
2 (ii)	To re-appoint Ms. Shalini Vijendra Mishra (DIN: 07194597) who retires by rotation & being eligible offers herself for re-appointment as Director		
3	Appointment Of M/S. Ashok Choudhary & Associates, Chartered Accountants, as a Statutory Auditors of the Company		
<b>Special Business</b>			
4	Regularization of Additional Director Ms. Sanjjari Sanju Kashyap (DIN: 07194597) by appointing her as Non-Executive Director		

Signed this..... day of.....2021

Signature of shareholder .....

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

Affix Revenue Stamp
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**Note:**

- 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.
- For the resolutions explanatory statements and notes please refer to the notice of Annual General Meeting.
- 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.
- Please complete all details including details of member(s) in the above box before submission.

**RAJNISH WELLNESS LIMITED**

CIN:L52100MH2015PLC265526

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

Tel: +91-22-23065555 Website:[www.rajnishwellness.com](http://www.rajnishwellness.com) Email: [info@rajnishwellness.com](mailto:info@rajnishwellness.com)

Assent/ Dissent Form for Voting on AGM Resolutions

1.Name(s) & Registered Address of the sole / first named member	
2.Name(s) of the Joint-Holder(s): (if any)	
3. i)Registered Folio No: ii)DPID No & Client ID No. (Applicable to members holding shares dematerialized form)	
4. Number of Shares(s) held	

I/ We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting held on Thursday 30th September 2021 At 10.00 am at the registered office of the Company situated at Plot No. 24, ABCD, Govt. Industrial Estate, Charkop, Kandivali (West), Mumbai – 400 067 by conveying my/ our assent or dissent to the resolutions by placing tick (√) mark in the appropriate box below:

Item No.	Resolutions	Optional	
		For	Against
<b>Ordinary Business</b>			
1	Adoption of financial statements:		
2 (i)	To re-appoint Mr. Rajnishkumar Surendra Prasad Singh (DIN: 07192704), who retires by rotation & being eligible offers himself for re-appointment as Director		
2 (ii)	To re-appoint Ms. Shalini Vijendra Mishra (DIN: 07194597) who retires by rotation & being eligible offers herself for re-appointment as Director		
3	Appointment Of M/S. Ashok Choudhary & Associates, Chartered Accountants, as a Statutory Auditors of the Company		
<b>Special Business</b>			
4	Regularization of Additional Director Ms. Sanjjari Sanju Kashyap (DIN: 07194597) by appointing her as Non-Executive Director		

Place

Date

Signature of the Shareholder Authorized Representative

**Notes:**

i) Last date for receipt of Assent/ Dissent Form is 29th September 2021 (5.00 pm IST)

ii) Please read the instructions printed overleaf carefully before exercising your vote.

**Instructions for voting physically on Assent / Dissent Form:**

1. A member desiring to exercise vote by Assent/Dissent should complete this Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer at their cost to reach the Scrutinizer at the registered office of the Company on or before the close of working hours i.e. 5.00 pm on 29<sup>th</sup> September 2021. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.

2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding this Form should be completed and signed by the first named Share holder and in his absence by the next named Shareholder.

3. In respect of shares held by corporate and institutional shareholders (companies trusts societies etc.) the completed Assent/ Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/ appropriate authorization with the specimen signature(s) of the authorized signatory (ies) duly attested.

4. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark (√) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.

5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent/ Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. A member may request for a duplicate Assent/ Dissent Form if so required and the same duly completed should reach the Scrutinizer not later than the specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent/ Dissent form except giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
9. The Scrutinizers decision on the validity of the Assent/ Dissent Form will be final and binding. Incomplete unsigned or incorrectly ticked Assent/ Dissent Forms will be rejected.

### ROUTE MAP OF THE AGM VENUE

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

