



Date: 4<sup>th</sup> December, 2020

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

Ref. BSE Scrip Code: 541601

Subject: Regulation 34 of the SEBI (Listing Obligation and disclosure Requirements) Regulation, 2015- Annual Report for the year ended 31st March, 2020

Dear Sir,

Pursuant to Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, we are submitting herewith Annual Report for the year ended 31st March, 2020 and the same has also been uploaded on Company's Website.

Kindly find the same in order

Thanking You.

By and on behalf Rajnish Wellness Limited

*Rajnish Kumar*

Rajnishkumar Surendra Prasad Singh  
(DIN: 07192704)  
Managing Director



Place: Mumbai  
Date: 04/12/2020



**RAJNISH WELLNESS LIMITED**  
**5th ANNUAL REPORT**  
**2019-2020**

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## CORPORATE INFORMATION

### **BOARD OF DIRECTORS&KEY MANAGERIAL PERSONNEL:**

Rajnishkumar Surendra Prasad Singh (DIN: 07192704)	Managing Director
Shalini Vijendra Mishra (DIN: 07194597)	Women Whole Time Director
Madhukar DevappaImade (DIN: 08062545)	Independent Director
Abhinandan Ashok Kumar Paliwal (DIN: 08064706)	Independent Director
Manoj Kumar (Resigned w.e.f. 09.10.2019)	Non-Executive Director
Mihir Patwa	Chief Financial Officer
Heet Shah	Company Secretary and Compliance Officer

### **Committees:**

#### **1. Audit Committee:**

Mr. Madhukar Imade	Chairman
Mr. Abhinandan Paliwal	Member
Mr. Rajnishkumar Surendra Prasad Singh	Member

#### **2. Nomination & Remuneration Committee:**

Mr. Madhukar Imade	Chairman
Mr. Abhinandan Paliwal	Member
Manoj Kumar (Resigned w.e.f. 09.10.2019)	Member

#### **3. Stakeholders and Grievance Committee**

Mr. Madhukar Imade	Chairman
Mr. Abhinandan Paliwal	Member
Ms. Shalini Mishra	Member

## **OTHER INFORMATION**

### **REGISTERED OFFICE**

Navjivan Comm. Society, Bldg. No. 3,  
Office No. 11/23R,  
Mumbai Central, Mumbai – 400008  
Tel : 022-022-23065555  
Email : [info@rajnishwellness.com](mailto:info@rajnishwellness.com)  
CIN:L52100MH2015PLC265526  
Website: [www.rajnishwellness.com](http://www.rajnishwellness.com)

### **BANKERS**

#### **IndusInd Bank Limited**

Opera House Branch, Indusind House,  
425, DadashaebBhadkamkar Marg,  
Mumbai- 400004

#### **ICICI Bank**

Maratha Mandir Annex, Dr. Anand Rao Nair Road,  
Opp. Mumbai Central Station,  
Mumbai – 400008.

#### **Kotak Mahindra Bank**

Bhaba Building, Tardeo Rd, Gowalia Tank,  
Tardeo, Mumbai – 400007.

### **STATUTORY AUDITORS:**

#### **M/s Ashok Choudhary & Associates**

Chartered Accountants  
Firm Registration No: 130405W  
Membership No: 046679

### **CONTACT DETAILS FOR INVESTORS**

CS Heet Shah (Compliance Officer)  
Navjivan Comm. Society, Bldg. No. 3,  
Office No. 11/23R,  
Mumbai Central, Mumbai – 400008  
Tel : 022-022-23065555  
Email : [info@rajnishwellness.com](mailto:info@rajnishwellness.com);  
[cs@rajnishwellness.com](mailto:cs@rajnishwellness.com)

### **LISTING:**

BSE Limited-SME Platform  
PJ Towers, Dalal Street  
Mumbai- 400001

### **REGISTRAR & TRANSFER AGENT:**

#### **BIGSHARE SERVICES PRIVATE LIMITED**

1st Floor, Bharat Tin Works Building, Opp. Vasant  
Oasis, Makwana Road, Marol, Andheri East, Mumbai –  
400 059  
Tel: +91 22 62638200 Fax: +91 22 62638299  
Email: [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)  
SEBI Registration Number: INR000001385

## **RAJNISH WELLNESS LIMITED**

**REGD. OFFICE:** Navjivan Comm. Society, Bldg. No. 3, Office No. 11/23R,  
Mumbai Central, Mumbai – 400008, Maharashtra, India.

Website: [www.rajnishwellness.com](http://www.rajnishwellness.com), E-mail: [info@rajnishwellness.com](mailto:info@rajnishwellness.com)

Tel: 022 23065555

(CIN: L52100MH2015PLC265526)

### **NOTICE**

#### **05th ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE 05<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF RAJNISH WELLNESS LIMITED TO BE HELD AT PLOT NO.24 ABCD, GOVERNMENT INDUSTRIAL ESTATE, NEAR HINDUSTAN NAKA, CHARKOP, KANDIVALI WEST, MUMBAI- 401101 ON 26<sup>TH</sup> DECEMBER 2020, SATURDAY AT 09.30 A.M. TO TRANSACT THE FOLLOWING BUSINESS:**

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2020 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, along with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajnishkumar Surendra Prasad Singh (DIN: 07192704), who retires by rotation and being eligible offered himself for re-appointment.
3. To appoint a Director in place of Ms. Shalini Vijendra Mishra (DIN: 07194597), who retires by rotation and being eligible offered himself for re-appointment.
4. Appointment Of M/S. Ashok Choudhary & Associates, Chartered Accountants, as a Statutory Auditors of the Company

To Consider and approve the Re-appointment of M/S. Ashok Choudhary & 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 Ashok Choudhary & Associates, Chartered Accountants, bearing Firm Registration No. 130405W 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 26<sup>th</sup> December, 2020.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable an expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursement of out of pocket expenses incurred in connection hereto.

**By and on behalf Rajnish Wellness Limited**

Sd/-  
**Rajnishkumar Surendra Prasad Singh**  
**(DIN: 07192704)**  
Managing Director

**Place: Mumbai**

**Date: 04/12/2020**

**Registered Office:**

Navjivan Comm. Society, Bldg. No. 3, Office No. 11/23R,  
Mumbai Central, Mumbai - 400008,  
Maharashtra, India

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.**

**A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

2. Proxy form, in order to be effective, must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
3. The record date for the purpose of determining the eligibility of the Members to attend the 5<sup>th</sup> Annual General Meeting of the Company is 27<sup>th</sup> November, 2020.
4. The Company has notified closure of register of members and transfer books from Friday, 18<sup>th</sup> December, 2020 to Saturday, 26<sup>th</sup> December, 2020 (both days inclusive).
5. The Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, amended Regulation 40 of the SEBI Listing Regulations pursuant to which from 1st April, 2019 onwards securities can be transferred only in dematerialised form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialised form to eliminate all risks associated with physical shares.
6. The notice of 5<sup>th</sup> Annual General Meeting of the Company and Annual Report 2019-20, circulated to the members, will be made available on the Company's website at [www.rajnishwellness.com](http://www.rajnishwellness.com).
7. Members/Proxy holders are requested to bring their copy of Annual Report and Attendance slip sent herewith duly filled-in for attending the Annual General Meeting.
8. Members who wish to obtain information of the Company may send their queries at least 10 days before the Annual General Meeting to the Company Secretary at the Registered Office of the Company.
9. Non-Resident Indian Members are requested to inform Registrar and Transfer Agent, immediately of:
  - Change in their residential status on return to India for permanent settlement.
  - Particulars of their Bank Account maintained in India with complete name, branch, account, type, account number and address of the bank with pin code number, if not furnished earlier.
10. Green Initiative – Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices,



Circulars etc. from the Company electronically. Members may also note that Annual Report for the FY 2019-20 will also be available on the website of the Company at [www.rajnishwellness.com](http://www.rajnishwellness.com)

11. Members are requested to intimate their Email IDs for correspondence and quicker response to their queries.
12. Annual Report 2019-20 are being sent by permitted mode to all members of the Company. Member may please note that the Annual Report 2019-20 is also available on the Website of the Company viz [www.rajnishwellness.com](http://www.rajnishwellness.com).
13. Shareholders are requested to bring their copy of the Annual Report to the meeting as the practice of handing out copies of the Annual Report at the Annual General Meeting has been discontinued in view of the high cost of paper and printing.

### ANNEXURE- I TO NOTICE

**Details of the Directors seeking appointment/re-appointment at the forth coming Annual General Meeting:**

**Annexure of Item No: 02**

<b>Name of Director</b>	Rajnishkumar Surendra Prasad Singh
<b>DIN</b>	07192704
<b>Date of Birth</b>	16.08.1985
<b>Date of first Appointment</b>	03.02.2018
<b>Qualification</b>	Graduate
<b>Expertise in specific functional areas and experience</b>	Experience in the field of Manufacturing of Ayurvedic Products, dealing in e-commerce industry and in the field of advertisement
<b>Directorship held in other Companies</b>	NIL
<b>Committee positions held in other Companies</b>	NIL
<b>No. of Equity Shares held in the Company</b>	32,49,755

**Annexure of Item No: 03**

<b>Name of Director</b>	Shalini Vijendra Mishra
<b>DIN</b>	07194597
<b>Date of Birth</b>	02.03.1994
<b>Date of first Appointment</b>	03.02.2018
<b>Qualification</b>	Graduate
<b>Expertise in specific functional areas and experience</b>	Experience in the area of HR and recruiting
<b>Directorship held in other Companies</b>	NIL
<b>Committee positions held in other Companies</b>	NIL
<b>No. of Equity Shares held in the Company</b>	NIL

## **DIRECTOR'S REPORT**

Dear Shareholders,

The Directors have pleasure in presenting their 5<sup>th</sup> Annual Report on the business and operations together with the Audited Statement of Accounts of the Company for the year ended 31<sup>st</sup> March, 2020.

### **1. FINANCIAL RESULTS**

The Financial results are briefly indicated below

(Amount in Rs.)

Particulars	Standalone	
	2019-20	2018-19
Revenue from Operations	137476555.62	41,66,73,247
Total Expenditure	145550265.3	36,09,12,228
Profit before Tax	-6167696.66	5,87,00,538
Less: Current Tax	-	1,64,33,949
Less: Deferred Tax	-90604.49	(64,339)
Less: Short or Excess Provision	9957	2,244
Profit/(Loss) After Tax	-6087049.17	4,23,48,209

### **2. FINANCIAL HIGHLIGHTS**

The Revenue from the operations (net) for the Financial Year 2019-20 was Rs. 137476555.62 (Previous Year Rs. 4166.73 lac). The company has Net loss of Rs. -6087049.17 (Previous Year profit of Rs. 423.48 lac).

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

The previous year figures have been restated, rearranged and regrouped, to enable comparability of the current year figures of accounts with the relative previous year's figures.

### **3. CAPITAL STRUCTURE**

The Authorised Share Capital of the Company is Rs 7,00,00,000/- (Rupees Seven Crores) divided into 70,00,000 (Seventy Lakh) Equity shares of Rs 10/- each.

During the Financial year, there is no change in paid up share capital of the Company.

### **4. 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 31<sup>st</sup> March, 2020.

## **5. SHARE CAPITAL**

During the year under review, there was no change in the Share Capital of the company. As at March 31, 2020, 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.

## **6. TRANSFER TO RESERVE**

During the financial year, there was no amount proposed to be transferred to the Reserves.

## **7. AUDITORS& AUDITORS' REPORT**

M/s. Ashok Choudhary & Associates, Chartered Accountants, were appointed as statutory auditors of the company for a period of five years in the 5<sup>th</sup> AGM i.e. till the conclusion of the next Annual General Meeting to be held for the FY 2020-21.

The Auditors' Report for the fiscal 2020 does not contain any qualification, reservation or adverse remark. Further, in terms of section 143 of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014, as amended, no fraud has been reported by the Auditors of the Company where they have reasons to believe that an offence involving fraud is being or has been committed against the company by officers or employees of the company.

## **8. DEPOSITS**

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014. . Hence company need not to give details related to deposits. There is no non-compliance of the provisions of Chapter V of the Companies Act 2013.

## **9. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

The Board has, on the recommendation of the Nomination & Remuneration Committee, adopted a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration.

-The Nomination & Remuneration Committee identifies and ascertains the integrity, qualification, expertise and experience of the person for appointment as Director and ensures that the candidate identified possesses adequate qualification, expertise and experience for the appointment as a Director.

-The Nomination & Remuneration Committee ensures that the candidate proposed for appointment as Director is compliant with the provisions of the Companies Act, 2013.

-The candidate's appointment as recommended by the Nomination and Remuneration Committee requires the approval of the Board.

-In case of appointment of Independent Directors, the Nomination and Remuneration Committee satisfies itself with regard to the independent nature of the Directors vis- à-vis the Company so as to enable the Board to discharge its function and duties effectively.

-The Nomination and Remuneration Committee ensures that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

-The policy can be viewed at company's website at [www.rajnishwellness.com](http://www.rajnishwellness.com)

## **10. CORPORATE GOVERNANCE**

The Company being listed on the Small and Medium Enterprise Platform is exempted from provisions of corporate governance as per Regulation 15 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015. Hence no corporate governance report is disclosed in this Annual Report. It is Pertinent to mention that the Company follows Majority of the provisions of the corporate governance voluntarily.

## **11. SUBSIDIARIES**

There is no subsidiary.

## **12. STATEMENTS OF PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE**

Information in accordance with the provisions of Section 134 (3)(m) of the Act read with the Companies (Accounts) Rules, 2014 regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo have not been furnished considering the nature of activities undertaken by the company during the year under review.

## **13. RELATED PARTY TRANSACTIONS**

Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Form AOC-2.

## **14. EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith.

## **15. SECRETARIAL AUDIT REPORT**

As required under section 204(1) of the Companies Act, 2013 and Rules made there under, the Company has appointed Mr. Jaymin Modi, Prop, Jaymin Modi & Co., Company Secretary as Secretarial Auditor of the Company for the Financial Year 2019-20. The Secretarial Audit Report forms part of the Annual Report.

The Copy of Secretarial Audit Report for the Financial Year 2019-20 issued by Mr. Jaymin Modi, Company Secretary in Practice has been attached.

The Secretarial Auditors' Report for the fiscal 2020 does not contain any qualification, reservation or adverse remark.

#### **16. MANAGEMENT DISCUSSION ANALYSIS REPORT**

The details forming part of Management Discussion and Analysis Report is annexed herewith to the Board Report.

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

During the year under review, there is no significant and material order passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations.

#### **18. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Details of loan, guarantee and investment covered under the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 are given in the Notes to the financial statements.

#### **19. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

In view of the Regulation 15(1) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations 2015, the provisions related to Corporate Governance as specified in regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V are not applicable to the Company and hence the same is not given in the Report.

#### **20. DIRECTORS**

Retire by Rotation- Rajnishkumar Singh

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Rajnishkumar Surendra Prasad Singh, Managing Director (DIN: 07192704) of the company is liable to retire by rotation in the forthcoming Annual General Meeting and being eligible, She offer herself for re-appointment.

Retire by Rotation- Shalini Vijendra Mishra

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Ms. Shalini Vijendra Mishra, Director (DIN: 07194597) of the company is liable to retire by rotation in the forthcoming Annual General Meeting and being eligible, She offer herself for re-appointment.

• **INDEPENDENT DIRECTORS**

Independent Directors on your Company's Board have submitted declarations of independence to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations

**21. BOARD EVALUATION**

In compliance with the provisions of the Companies Act, 2013 and other provisions, if any, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Nomination & Remuneration Committee and Shareholder's Grievance Committee.

**22. RESPONSIBILITIES & FUNCTIONS OF BOARD OF DIRECTORS**

The Board of Directors of the listed entity shall have the following responsibilities:

**(i) Disclosure of information:**

- a. Members of Board of Directors and key managerial personnel shall disclose to the Board of directors whether they, directly, indirectly, or on behalf of third parties, have a material interest in any transaction or matter directly affecting the listed entity.
- b. The Board of Directors and senior management shall conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision-making.

**(ii) Key functions of the Board of Directors**

- a. Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, and overseeing major capital expenditures, acquisitions and divestments.
- b. Monitoring the effectiveness of the listed entity's governance practices and making changes as needed.
- c. Selecting, compensating, monitoring and, when necessary, replacing key managerial Personnel and overseeing succession planning.
- d. Aligning key managerial personnel and remuneration of board of directors with the longer-term interests of the listed entity and its shareholders.
- e. Ensuring a transparent nomination process to the board of directors with the diversity of thought, experience, knowledge, perspective and gender in the board of Directors.

- f. Monitoring and managing potential conflicts of interest of management, members of the Board of Directors and shareholders, including misuse of corporate assets and abuse in related party transactions.
- g. Ensuring the integrity of the listed entity's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.
- h. Overseeing the process of disclosure and communications.
- i. Monitoring and reviewing Board of Director's evaluation framework.

**(iii) Other responsibilities:**

- a. The Board of Directors shall provide strategic guidance to the listed entity, ensure effective monitoring of the management and shall be accountable to the listed entity and the shareholders.
- b. The Board of Directors shall set a corporate culture and the values by which executives throughout a group shall behave.
- c. Members of the Board of Directors shall act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the listed entity and the shareholders.
- d. The Board of Directors shall encourage continuing directors training to ensure that the members of Board of Directors are kept up to date.
- e. Where decisions of the Board of Directors may affect different shareholder groups differently, the Board of Directors shall treat all shareholders fairly.
- f. The Board of Directors shall maintain high ethical standards and shall take into account the interests of stakeholders.
- g. The Board of Directors shall exercise objective independent judgment on corporate affairs.
- h. The Board of Directors shall consider assigning a sufficient number of non-executive members of the Board of Directors capable of exercising independent judgment to tasks where there is a potential for conflict of interest.
- i. The Board of Directors shall have ability to 'step back' to assist executive management by 44 challenging the assumptions underlying: strategy, strategic initiatives (such as acquisitions), risk appetite, exposures and the key areas of the listed entity's focus.
- j. When committees of the Board of Directors are established, their mandate, composition and working procedures shall be well defined and disclosed by the Board of Directors.



- k. Members of the Board of Directors shall be able to commit themselves effectively to their responsibilities.
- l. In order to fulfill their responsibilities, members of the Board of Directors shall have access to accurate, relevant and timely information.
- m. The Board of Directors and senior management shall facilitate the independent Directors to perform their role effectively as a member of the Board of Directors and also a member of a committee of Board of Directors.

### **23. Disclosures By Directors**

The Directors on the Board have submitted notice of interest under Section 184(1) i.e. in Form MBP 1, intimation under Section 164(2) i.e. in Form DIR 8 and declaration as to compliance with the Code of Conduct of the Company. All Independent Directors have also given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act.

### **24. Independent Directors**

Independent Directors on your Company's Board have submitted declarations of independence to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

### **25. Key Managerial Personnel**

There was no change in Key Managerial Personnel during the FY 2019-20.

### **26. MEETINGS OF BOARD OF DIRECTORS**

The Board met six times during the year. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the Listing Regulations.

The details of Board Meeting are given herein below:

Sr.No.	Date on which board Meetings were held
1	27.05.2019
2	17.06.2019
3	06.09.2020
4	14.11.2019

## **27. INDEPENDENT DIRECTORS MEETING**

In compliance with Schedule IV to the Companies Act, 2013 and regulation 25(3) of SEBI Listing Regulations, 2015, the independent directors held their separate meeting on 20<sup>th</sup> March, 2020, without the attendance of non-independent directors and members of Management, to inter alia discuss the following:

- review the performance of non-independent directors and the Board as a whole;
- review the performance of the Chairperson of the Company, taking into account the views of executive directors and non - executive directors;
- assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties; and
- Review the responsibility of independent directors with regard to internal financial controls.
- All independent directors were present at the meeting.

The independent director's present elected Ephrem Frederick Mendanhaas Chairman for the meeting, deliberated on the above and expressed their satisfaction on each of the matters

## **28. COMPOSITION OF COMMITTEES**

The Company has complied with the SEBI (LODR) Regulations along with the Companies Act, 2013 with respect to the Composition of the Committees as required therein and the details of which is given herein below:

### **A. AUDIT COMMITTEE**

- **COMPOSITION OF AUDIT COMMITTEE**

The Audit Committee comprises:

<b>NAME OF DIRECTOR</b>	<b>Position in committee</b>	<b>Designation</b>
Mr. Madhukar Imade	Chairman	Non- Executive and Independent Director
Mr. Abhinandan Paliwal	Member	Non- Executive and Independent Director
Mr. Rajnishkumar Surendra Prasad Singh	Member	Managing Director

### **B. NOMINATION AND REMUNERATION COMMITTEE**

The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and the SEBI (LODR) Regulations. The Nomination and Remuneration Committee include the following:

NAME OF DIRECTOR	Position in committee	Designation
Mr. Madhukar Imade	Chairman	Non- Executive and Independent Director
Mr. Manoj Kumar	Member	Non- Executive and Independent Director
Mr. AbhinandanPaliwal	Member	Non-Executive and Independent Director

### C. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee comprises:

NAME OF DIRECTOR	Position in committee	Designation
Mr. Madhukar Imade	Chairman	Non- Executive and Independent Director
Mr. AbhinandanPaliwal	Member	Non- Executive and Independent Director
Mr.Rajnishkumar Surendra Prasad Singh	Member	Managing Director
Ms. Shalini Mishra	Member	Whole Time Director

## 29. COMPANY'S POLICY RELATING TO PAYMENT OF REMUNERATION TO DIRECTORS

The Board determines the remuneration payable to the Executive Directors taking into account their qualification, expertise and contribution and based on recommendations of the Nomination and Remuneration Committee. Non- Executive Directors are eligible to receive sitting fees for attending Board / Committee Meetings as decided by the Board within the limits prescribed under the Companies Act, 2013.

The Remuneration policy of the Company is as under:

#### ➤ Remuneration to Non-Executive Directors:

A Non-Executive Director is eligible to receive sitting fees for each meeting of the Board or Committee of the Board attended by him/her, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Act and the Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014.

➤ **Remuneration to Executive Directors:**

The Board in consultation with the Nomination & Remuneration Committee decides the structure for 49 Executive Directors. On the recommendation of the Nomination & Remuneration Committee the Remuneration paid/payable is approved by the Board of Directors and by the members in the General Meeting in terms of provisions applicable from time to time.

**30. DIRECTOR'S RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 134 (5) of the Companies Act, 2013, with respect to Directors Responsibilities Statement, it is hereby confirmed that:

- a. In the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2020 the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 or loss of the Company for the year under review.
- c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. The Directors had prepared the accounts for the financial year ended 31<sup>st</sup> March, 2020 on a going concern basis.
- e. The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**31. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate till the date of this report.

**32. LISTING FEES:**

The Annual Listing Fees for the Financial Year 2020-2021 have been paid to the aforesaid Stock Exchange.

### **33. DEMATERIALIZATION OF SHARES AND LIQUIDITY**

The Company has connectivity with NSDL & CDSL for dematerialization of its equity shares. The ISIN No. INE004Z01011 has been allotted for the Company. 100% of the Company's Paid-up Share Capital is in dematerialized form as on 31<sup>st</sup> March, 2020

Further the Company does not have any Equity shares lying in the Suspense Account.

### **34. SEBI COMPLAINTS REDRESS SYSTEM (SCORES)**

SEBI vide circular dated 3rd June, 2011 introduced SCORES, i.e., SEBI Complaints Redress System the system of processing of investors complaints in a centralized web-based complaints redress portal known as 'SCORES'. The salient features of this system are: centralized database of all Complaints, online upload Action Taken Reports (ATRs) by concerned Companies and online viewing by investors of action taken on the complaints and its current status. The Company is registered with SEBI under the SCORES system and as on date of the preparation of Annual Report the same is NIL.

### **35. CORPORATE IDENTIFICATION NUMBER**

The Company's CIN as allotted by the Ministry of Corporate Affairs ("MCA") is L55101GA1990PLC001100.

### **36. INTERNAL FINANCIAL CONTROLS & RISK MANAGEMENT**

Pursuant to the provisions of Section 177(4) & Section 134(3)(n) of the Companies Act, 2013, the Board has developed Internal Finance Control Policy to identify and mitigate risks. The provisions of Regulation 21 of SEBI Listing Regulations 2015 pertaining to Risk Management Committee are not applicable to the company.

### **37. WHISTLE BLOWER POLICY AND VIGIL MECHANISM**

To create enduring value for all stakeholders and ensure the highest level of honesty, integrity and ethical behavior in all its operations, the Company has formulated Vigil Mechanism Policy. This policy aspires to encourage all employees to report suspected or actual occurrence of illegal, unethical or inappropriate events (behaviors or practices) that affect Company's interest/image.

### **38. COMPLIANCES REGARDING INSIDER TRADING**

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the code of conduct for prohibition of insider trading, as approved and adopted by the Directors and designated Employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and designated employees while in possession of unpublished price sensitive information during the period of Trading Window Closure. The Board is responsible for implementation of the Code. All Board of Directors and designated employees have confirmed compliance with the Code.

### **39. SEXUAL HARASSMENT**

There was no case filled during the year, under the sexual harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013. Further Company ensures that there is a healthy and safe atmosphere for every women employee at the workplace and made the necessary policies for safe and secure environment for women employee.

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

The Company has complied with the Secretarial Standards issued by Institute of Company Secretaries of India on Meeting of Board of Directors and General Meetings.

### **41. CODE OF CONDUCT**

Regulations 17(5) of the SEBI (LODR) Regulations, 2015, requires listed Companies to lay down a Code of Conduct for its Directors and Senior Management, incorporating duties of Directors as laid down in the Companies Act, 2013. The Board has adopted a Code of Conduct for all Directors and Senior Management of the Company.

### **42. ACKNOWLEDGEMENTS**

Your Directors wish to express their sincere appreciation to all the Employees for their contribution and thanks to our valued clients, Bankers and shareholders for their continued support.

**For and on behalf of the Board of Directors**

**Sd/-  
Rajnishkumar Singh  
Director**

**Date:04.12.2020**

**Place: Mumbai**

## **ANNEXURE -A**

### **FORM NO. AOC -2**

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto:

**1. Details of contracts or arrangements or transactions at Arm's length basis:**

Sr No	NAME OF RELATED PARTIES	NATURE AND VALUE OF CONTRACT/ ARRANGEMENT	AMOUNT
1	Rajnish Kumar Singh - Director	Salary	21,00,000
2	Shalini Mishra - Director	Salary	1,20,000
3	Mihir Patwa - Chief Financial Officer	Salary/fees	19,20,680
4	Rohit Ranjan - Director	Sitting Fees	40,000
6	Heet Ashok Shah - Company Secretary (Appointed from 01.09.2018)	Salary	1,80,000

**Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN**

**(ANNEXURE - B)**

As on the financial year ended on 31st March, 2020

[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:**

<b>Sr. No</b>	<b>Particulars</b>	<b>Details</b>
1.	CIN	L52100MH2015PLC265526
2.	Registration Date	13/06/2015
3.	Name of the Company	Rajnish Wellness Limited
4.	Category / Sub-Category of the Company	Company limited by Shares Non-govt company
5.	Address of the Registered office and contact details	Navjivan Comm. Society, Bldg. No. 3, Office No. 11/23R, Mumbai Central, Mumbai – 400008  Email: info@rajnishwellness.com Website: www.rajnishwellness.com
6.	Whether listed company	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agent:	<b>Bigshare Services Pvt. Ltd</b> 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai, Maharashtra, 400059

**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	IIC 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
1	NIL	NIL	NIL	NIL	NIL

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

Category of Shareholders	No. of Shares held at the beginning of the year 31-03-2020				No. of Shares held at the end of the year 31-03-2019				% of Change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
A. Promoters									
(1) Indian									
<b>(g) Individuals/</b>	32,49,755	0	32,49,755	69.53	32,49,755	0	32,49,755	69.53	0
Sub Total (A)(1):-	<b>32,49,755</b>	<b>0</b>	<b>32,49,755</b>	<b>69.53</b>	<b>32,49,755</b>	<b>0</b>	<b>32,49,755</b>	<b>69.53</b>	<b>0</b>
(2) Foreign									
(a) NRI	0	0	0	0.00	0	0	0	0.00	0
(b) Other Individuals									0

(c) Bodies Corp. (Alacrity Securities Ltd)	0	0	0	0	0	0	0	0	0
(d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0
(e) Any Other....	0	0	0	0.00	0	0	0	0.00	0
<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</b>
<b>Total shareholding of Promoter (A) =</b>	<b>32,49,755</b>	<b>0</b>	<b>32,49,755</b>	<b>69.53%</b>	<b>32,49,755</b>	<b>0</b>	<b>32,49,755</b>	<b>69.53%</b>	<b>0</b>
<b>B. Public</b>									
<b>(1) Institutions</b>									
(a) Mutual	0	0	0	0.00	0	0	0	0.00	0
(b) Banks FI	0	0	0	0.00	0	0	0	0.00	0
(c) Central Govt	0	0	0	0.00	0	0	0	0.00	0
(d) State	0	0	0	0.00	0	0	0	0.00	0
(e) Venture	0	0	0	0.00	0	0	0	0.00	0
(f) Insurance	0	0	0	0.00	0	0	0	0.00	0
(g) FII's	0	0	0	0.00	0	0	0	0.00	0
(h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0
Foreign Portfolio Investors	57600	0	57600	0.00	57,600	0	57,600	0	0
(i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	<b>57600</b>	<b>0</b>	<b>57600</b>	<b>0.00</b>	<b>57,600</b>	<b>0</b>	<b>57,600</b>	<b>0</b>	<b>0</b>
<b>(2) Non-</b>									
(a) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0
(i) Indian	0	0	0	0.00	0	0	0	0.00	0
(ii) Overseas	0	0	0	0.00	0	0	0	0.00	0
<b>(b) Individuals</b>									
(i) Individual shareholders holding nominal share capital up to Rs. 2 lakh	277415	0	277415	5.94%	294215	0	294215	6.2951%	0.35

(ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	397520	0	397520	8.51	443330	0	443330	9.4856	0.98%
<b>Any Other :</b>	691410	0	691410	14.79	6,28,800	0	6,28,800	13.454%	1.336%
*N.R.I.	12000	0	12000	0.26	12000	0	12000	0.26	0
*Foreign	0	0	0	0.00	0	0	0	0.00	0
* Trust	0	0	0	0.00	0	0	0	0.00	0
*HUF	0	0	0	0.00	0	0	0	0.00	0
* Employee	0	0	0	0.00	0	0	0	0.00	0
*Clearing Members	0	0	0	0	0	0	0	0	0
* Partnership	0	0	0	0	0	0	0	0	0
*Depository	0	0	0	0.00	0	0	0	0.00	0
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</b>
C. TOTSHR held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0
<b>Grand Total (A + B + C)</b>	<b>46,73,700</b>	<b>0</b>	<b>46,73,700</b>	<b>100%</b>	<b>4673700</b>	<b>0</b>	<b>4673700</b>	<b>100%</b>	<b>0%</b>

**(i) Shareholding of Promoters**

SL No	Shareholder's Name	Shareholding at beginning of the year 30/03/2019			Shareholding at the end of the year 31/03/2020			
		No of Shares	% of total Shares of the Company	% of Shares pledged/encumbered	No of Shares	% of total Shares of the Company	% of Shares pledged/encumbered to total Shares	% Change

				to total Shar es				
1	RAJNISH KUMAR SINGH	3249755	95.23	0	3249755	95.23	3249755	0
<b>TOTAL</b>		<b>3249755</b>	<b>95.23</b>	<b>0</b>	<b>3249755</b>	<b>95.23</b>	<b>3249755</b>	<b>0.00</b>

**(ii) Change In Promoters' Shareholding (Please Specify, If There Is No Change): No Change**

<b>PARTICULARS</b>	<b>NUMBERS OF SHARES AS AT 31<sup>ST</sup> MARCH, 2019</b>	<b>%</b>	<b>NUMBER OF SHARES AS AT 31<sup>ST</sup> MARCH 2020</b>	<b>%</b>
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**A. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

<b>Type</b>	<b>Section of the Companies Act</b>	<b>Brief Description</b>	<b>Details of Penalty / Punishment/ Compounding fees imposed</b>	<b>Authority [RD / NCLT/ COURT]</b>	<b>Appeal made, if any (give Details)</b>
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL

Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

**For, Rajnish Wellness Limited**

**Rajnishkumar Singh**

**Director**

**DIN: 07192704**

**Mumbai**

**04.12.2020**

**CEO/CFO CERTIFICATE UNDER REGULATION 17(8) OF THE  
LISTING REGULATIONS:**

The Board of Directors  
**Rajnish Wellness Limited**

**Dear Sir(s),**

We Rajnish Singh, Managing Director and Mihir Patwa, CFO certify that

- a. We have reviewed the Financial Statements and the Cash Flow Statement for the year ended March 31, 2020 and that to the best of our knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. 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 our 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. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit Committee, the following:
  - i. significant changes in internal control over financial reporting during the year, if any;
  - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having

a significant role in the company's internal control system over financial reporting.

**For and on behalf of the Board of Directors**

**Sd/-  
Rajnishkumar Singh  
Director**

**Sd/-  
Mr. Mihir Patwa  
CFO**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

**(Pursuant to Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with regulation 34(3) of the said Listing Regulations).**

**To**  
The Members,  
**Rajnish Wellness Limited**

As required by Clause 10(j) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 inserted vide SEBI notification dated 9<sup>th</sup> May 2018, I certify that none of the Directors on the Board of Rajnish Wellness Limited, as stated below, has 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 statutory authority for the year ended 31<sup>st</sup> March, 2020.

<b>Sr. No.</b>	<b>Name of Director</b>	<b>DIN</b>
1	Rajnishkumar Surendra Prasad Singh	07192704
2	Shalini Vijendra Mishra	07194597
3	Abhinandan Ashok Kumar Paliwal	08064706
4	Madhukar Devappa Imade	08062545

**For, JAYMIN MODI & CO.**  
**Company Secretaries**

**Sd/-**  
**Jaymin Modi**  
**Prop.**  
**FCS: 44248**  
**COP: 16948**  
**UDIN: A044248B001408380**  
**Place: Mumbai**  
**Date: 04.12.2020**



**SECRETARIAL AUDIT REPORT**

**FORM NO. MR-3**

For The Financial Year Ended March 31, 2020

[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**

I 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 a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31<sup>st</sup> March, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 according to the provisions of:

- 1) The Companies Act, 2013 (the Act) and the rules made thereunder;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- 3) The Depositories Act, 2018 and the Regulations and bye-laws framed thereunder;
- 4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- 6) The Company has complied with the following laws applicable specifically to the Company:
  - a) Hazardous Waste (Management & Handling) Rules 1989 under EP Act, 1986
  - b) Factories Act, 1948 and allied State Laws.

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

Other than the above mentioned points, during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I 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 is no change in the composition of the Board of Directors during the period under review.

Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board meetings, as represented by management, were taken unanimously. I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no instances of:

- (i) Public / Rights / Preferential Issue of Shares /Sweat Equity.
- (ii) Redemption / Buy-Back of Securities.
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (iv) Merger / Amalgamation / Reconstruction etc.
- (v) Foreign Technical Collaborations.

**For, BRIJESH SHAH & CO.**  
Company Secretaries

Sd/-

**Brijesh Shah**

Company Secretaries

FCS: 44476

COP: 23145

**UDIN:A044476B001408377**

Place: Mumbai

Date: 04.12.2020

To,  
The Members  
**RAJNISH WELLNESS LIMITED**

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express as opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process 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. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The 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 , Brijesh Shah & Co..**  
Company Secretaries

Sd/-  
**Brijesh Shah**  
Company Secretaries  
FCS: 44476  
COP: 23145  
**UDIN: A044476B001408377**  
Place: Mumbai

Date: 04.12.2020

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### *Company at a glance*

Rajnish Wellness Limited (RWL) was incorporated in the year 2015 and is primarily into the business of Branding and Marketing of sexual wellness and ayurvedic personal care products. The company markets and advertises various products of its portfolio under their own flagship brand 'Playwin'. Playwin is one of the rapidly growing brands catering to a niche segment of sexual wellness. The company also has an upper edge in the personal care market as we have an entire product portfolio for sexual wellness which would lead to higher customer base for the company.

RWL has been focused on developing its brand and has proved mettle in the states of Maharashtra, Karnataka and Odisha, where they had started off. The company also recently commenced distribution in Bihar, Uttar Pradesh, Delhi, Haryana, West Bengal and Punjab.

The company has developed a strong network of more than 10,000 distributors across India where the products are sold through 118,000 stores. RWL's competitive pricing also gives the company an advantage in Tier I, II and III markets.

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.

### *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.

SEXUAL WELLNESS PRODUCTS	DESCRIPTION
	<ul style="list-style-type: none"> <li>• Have been the most reputed products of the brand.</li> <li>• Playwin capsule is an energy revitalisation capsule for males.</li> <li>• Playwin Capsule F is a unique formulation developed by us which is a sexual enhancement capsule specially for females</li> </ul>
	<ul style="list-style-type: none"> <li>• Playwin condom is another product under our flagship brand and has been a successful product in the market.</li> </ul>
	<ul style="list-style-type: none"> <li>• Kasaav Powder is a sexual enhancement supplement for females</li> </ul>
	<ul style="list-style-type: none"> <li>• Playwin Oil is a personal lubricant</li> </ul>

The company has also developed personal care products and would be marketing the products in the future. The products in the personal care category too have a long term growth potential.

PERSONAL CARE PRODUCTS	DESCRIPTION
	<ul style="list-style-type: none"> <li>• <b>Rajnish Lotion is a remedy for itching and has been recently launched on a pilot project. The market opportunity for this product is also immense.</b></li> <li>• <b>They help in preventing skin rash, itching &amp; problems like eczema.</b></li> </ul>

	<ul style="list-style-type: none"> <li>• <b>Mithohar tablets are ayurvedic tablets to cure diabetes</b></li> </ul>
	<ul style="list-style-type: none"> <li>• <b>Sudanta Dant manjan</b></li> </ul>
	<ul style="list-style-type: none"> <li>• <b>Pia lo herb is ointment to cure Piles</b></li> </ul>
	<ul style="list-style-type: none"> <li>• <b>Madamrit Hair oil and Shampoo</b></li> </ul>

### Marketing and branding

RWL has expertise in strategic advertising and marketing which would help in developing and establishing a brand. With strategic branding and marketing campaigns, the company has created a unique identity for its products which would be imprinted in the minds of their target audience.

While strategizing marketing campaigns, RWL takes utmost care of the aspects like the advantages and usage of the products, price of the products, audience, the places where products are available, the cost of advertisement and the sales potential through the advertisement campaign.

With rigorous efforts for Branding and Marketing the products, the company has by far been successful in creating demand in the states where the products are sold. RWL follows a 360 degree strategy where advertising of Playwin brand are on several platforms such as print media, social media, websites, public transport systems, hoardings and banners. The company also organises awareness campaigns for sexual wellness, in schools and NGO's which helps in our brand awareness. RWL also sponsors reality shows and events which enhances the brand's visibility.

Every marketing expenditure is strategized based on the number of audiences targeted. The differentiating factor about the marketing and advertising is the experience and expertise of RWL's promoter Mr. Rajnish, the company has been efficiently developing the brand and penetrating different markets all across India. The company has also set up in-house multi-linguistic customer care, to guide the customers for any kind of queries regarding the availability, dosage or consumption of the products which would lead to generating potential loyal customers for the company. The company not only focusses on tier I cities but also in tier II and III cities.

## **Sales and Distribution**

The strength of the brand lies in the distribution network of the company. Distribution primarily deals with ensuring that the products are made available to the stores where the company has its presence. RWL has strengthened its network by adding 550 super stockist, 10,000+ distributors and have a store presence of more than 1,18,000 stores currently.

The company focusses on increasing the distribution channel for the brands so that products can reach out to maximum stores across the states. We follow a simple strategy of taking up one region and penetrating it to the optimum level which helps instability, growth and recognition for the company's brand.

With the increased efforts on brand building and marketing, the cost of sales and distribution have also decreased and going forward the brand would be commanding better margins, as it grows.

RWL also have their own field force, who actively visit every medical and ayurvedic store where the products are sold. This exercise is carried out to check feedbacks, recall value and the demand for products.

The company holds a dominant position in the states of Maharashtra, Karnataka and Odisha and recently have expanded its geographical reach in Uttar Pradesh, Bihar, Delhi, Jharkhand, Madhya Pradesh, Uttarakhand, Haryana and West Bengal.

RWL focusses on strategizing its marketing plans in these states and establish a rich base for the brands which are dedicated to wellness through Ayurveda.

### **Registered Office:**

Bldg. No. 3, Navjivan Comm. Society,  
6th Floor, Office No. 10L Mumbai Central,  
Mumbai, Maharashtra, 400008

### **By order of the Board**

Sd/-  
**SHALINI VIJENDRA MISHRA**  
**Whole Time Director**

**Place: Mumbai**

**Date: 04.12.2020**

## **Independent Auditors' 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, 2020, 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, 2020, 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, 2020, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2020, 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, 2020.

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

Ashok Choudhary  
Proprietor  
Membership No: 046679

Place: Mumbai  
Date: 27/07/2020

## **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, 2020, 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 programme 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 programme, 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, 2020, 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: 27/07/2020

## **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, 2020.

### **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, 2020, 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, 2020, 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: 27/07/2020

**RAJNISH WELLNESS LIMITED**  
(Formerly known as "Rajnish Hot Deals Private Limited")  
**BALANCE SHEET AS AT 31ST MARCH, 2020**  
CIN: L52100MH2015PLC265526

Particulars	Note No	As at 31st March 2020	As at 31st March 2019
<b>Equity And Liabilities</b>			
<b><u>Shareholders' Funds</u></b>			
Share Capital	2	46,737,000	46,737,000
Reserves & Surplus	3	169,548,464	175,635,513
<b>Non-Current Liabilities</b>			
Long Term Borrowings	4	55,869,160	5,255,170
<b>Current Liabilities</b>			
Short Term Borrowings	5	21,268,862	41,352,805
Trade Payables	6	12,058,316	10,371,795
Other Current Liabilities	7	10,348,380	22,062,004
Short Term Provision	8	15,583,540	15,671,745
<b>TOTAL</b>		<b>331,413,722</b>	<b>317,086,032</b>
<b>Assets</b>			
<b><u>Non - Current Assets</u></b>			
Fixed Assets			
Tangible Assets	9	596,934	1,100,851
Deferred Tax Assets (net)	10	231,614	141,009
Long Term Loans and Advances	11	6,050,000	1,948,140
<b><u>Current Assets</u></b>			
Inventories	12	10,370,618	29,408,318
Trade Receivables	13	119,925,754	187,204,965
Cash And Cash Equivalent	14	848,125	15,470,898
Short Term Loans and Advances	15	149,696,127	41,428,225
Other Current Assets	16	43,694,551	40,383,626
<b>TOTAL</b>		<b>331,413,722</b>	<b>317,086,032</b>
<b>Significant Accounting Policies and Notes on</b>	<b>1 to 34</b>		
<b>For Ashok Choudhary &amp; Associates</b> Chartered Accountants FRN No: 130405W		<b>For, Rajnish Wellness Limited</b>	
<b>Ashok Choudhary</b> Proprietor Membership No: 046679 Place: Mumbai Date: 27/07/2020		<b>Mr. Rajnishkumar Singh</b> Director	<b>Ms. Shalini Mishra</b> Director
		<b>Mr. Heet Shah</b> CS	<b>Mr. Mihir Patwa</b> CFO

<b>STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 31ST MARCH 2020</b>			
<b>CIN: L52100MH2015PLC265526</b>			
Particulars	Note No	2019-2020	2018-2019
<b><u>INCOME</u></b>			
Revenue From Operations	17	13,74,76,556	41,66,73,247
Other Income	18	19,06,013	29,39,519
<b>Total</b>		<b>13,93,82,569</b>	<b>41,96,12,766</b>
<b><u>EXPENDITURE</u></b>			
Purchases of Traded goods	19	6,01,70,042	14,67,35,713
Changes in Inventories of Stock - in -Trade	20	1,90,37,700	(82,08,045)
Employee Benefits Expense	21	51,28,743	1,20,37,558
Finance Costs	22	88,87,955	87,79,850
Depreciation and Amortization Expense	9	5,29,288	6,41,878
Other Expenses	23	5,17,96,537	20,09,25,274
<b>Total</b>		<b>14,55,50,265</b>	<b>36,09,12,228</b>
<b>Profit/(Loss) before Tax</b>		<b>(61,67,697)</b>	<b>5,87,00,538</b>
<b>Tax Expense:</b>			
Current Tax		-	1,64,31,705
Short Provision of Tax for earlier years		9,957	2,244
Deferred Tax		(90,604)	(81,620)
<b>Profit / (Loss) for the period</b>		<b>(60,87,049)</b>	<b>4,23,48,209</b>
<b><u>Earnings per Equity Share:</u></b>			
Basic and diluted		(1.30)	9.75
<b>Significant Accounting Policies and Notes on Financial Statements</b>	<b>1 to 34</b>		

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

For, Rajnish Wellness Limited

Ashok Choudhary  
Proprietor  
Membership No: 046679  
Place: Mumbai  
Date: 27/07/2020

Mr. Rajnishkumar Singh  
Director

Ms. Shalini Mishra  
Director

Mr. Heet Shah  
CS

Mr. Mihir Patwa  
CFO

**CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2020**

Sr. No	Particulars	2019-2020	2018-2019
<b>A)</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Net Profit before tax	(61,67,697)	5,87,00,538
	<b>Add:</b>		
	Depreciation	5,29,288	6,41,878
	<b>Operating Profit before Working Capital changes</b>	<b>(56,38,409)</b>	<b>5,93,42,416</b>
	<b>Add :</b>		
	Changes in Trade Payables	16,86,522	(3,07,16,031)
	Changes in Other Current Liabilities	(1,17,13,624)	(26,55,587)
	Changes in Long Term Loans and Advances	(41,01,860)	(9,23,140)
	Changes in Inventories	1,90,37,700	(82,08,045)
	Changes in Trade Receivables	6,72,79,211	(5,03,12,019)
	Changes in Short Term Loans and Advances	(10,82,67,902)	(2,70,44,755)
	Changes in Other Current Assets	(33,10,925)	(4,02,86,077)
	<b>Cash generated from operations</b>	<b>(6,51,13,229)</b>	<b>(7,70,69,745)</b>
	Net cash before Extra ordinary Items	(6,51,13,229)	(7,70,69,745)
	Less: Taxes paid		1,27,57,103
	<b>Net cash flow from operating activities (A)</b>	<b>(6,51,13,229)</b>	<b>(8,98,26,848)</b>
<b>B)</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	Purchase of Fixed assets	(25,371)	(7,13,650)
	<b>Net cash flow from investing activities (B)</b>	<b>(25,371)</b>	<b>(7,13,650)</b>
<b>C)</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	Proceeds from Issue of Share Capital	-	1,26,12,000
	Securities Premium recd. on Issue of Equity Shares	-	10,72,02,000
	Term Loan taken from Banks	5,21,10,327	(1,79,07,258)
	Term Loan taken from Others	(15,94,500)	27,59,051
	<b>Net cash from financing activities (C)</b>	<b>5,05,15,827</b>	<b>10,46,65,793</b>
	<b>Net increase /(decrease) in cash &amp; cash equivalents (A+B+C)</b>	<b>(1,46,22,773)</b>	<b>1,41,25,295</b>
	Cash & Cash equivalents as at year beginning	1,54,70,898	13,45,603
	Cash & Cash equivalents as at year closing	8,48,125	1,54,70,898
	<b>Net increase/(decrease) as disclosed above</b>	<b>(1,46,22,773)</b>	<b>1,41,25,295</b>
	<i>Figures in brackets indicate outflow</i>		
Note :	The above Cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standard 3 on Cash Flow Statements prescribed under the Companies Act, 2013.		

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

For, Rajnish Wellness Limited

Ashok Choudhary  
 Proprietor  
 Membership No: 046679  
 Place: Mumbai  
 Date: 27/07/2020

Mr. Rajnishkumar Singh  
 Director

Ms. Shalini Mishra  
 Director

Mr. Heet Shah  
 CS

Mr. Mihir Patwa  
 CFO

## **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.

#### **CFIXED ASSETS**

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

#### **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.

#### FIMPAIRMENT OF ASSETS

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

#### 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 recognised when significant risks and rewards are transferred to the buyer as per the contractual terms or on dispatch where such dispatch coincides with transfer of significant risks and rewards to the buyer. However, where the ultimate collection of the same lacks reasonable certainty, revenue recognition is postponed to the extent of uncertainty.

#### I PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

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

#### 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 recognised 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 recognised and carried forward only to the extent that there is virtual certainty that the asset will be realised in future.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

				As at March 31, 2020 (₹)	As at March 31, 2019 (₹)
<b>NOTE 2: SHARE CAPITAL</b>					
<b>Authorised</b>					
70,00,000 (P.Y. 70,00,000) Equity Shares of Rs 10 each				7,00,00,000	7,00,00,000
				<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				4,67,37,000	4,67,37,000
				<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>					
	As at 31st March, 2020		As at 31st March, 2019		
<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>	34,12,500	3,41,25,000	
<b>Add: During the year</b>		-	12,61,200	1,26,12,000	
<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>	As at 31st March, 2020		As at 31st March, 2019		
	<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				6,68,08,513	2,44,60,304
Less: Utilisation for Bonus				-	-
Add: Profit for current year				(60,87,049)	4,23,48,209
Closing Balance				<b>6,07,21,464</b>	<b>6,68,08,513</b>
<b>Securities Premium Account</b>					
Opening Balance				10,88,27,000	16,25,000
Add: Addition during the year				-	10,72,02,000
Closing Balance				<b>10,88,27,000</b>	<b>10,88,27,000</b>



**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**NOTE 4 : LONG TERM BORROWINGS**

**Secured Loan**

Term Loan from Banks

-

State Bank of India CC

5,27,17,129

**Unsecured Loan**

Term Loan from Banks

19,87,480

24,96,119

Term Loan from Others

11,64,551

27,59,051

**5,58,69,160**

**52,55,170**

**NOTE 5 : SHORT TERM BORROWINGS**

**Unsecured**

Loan repayable on demand

**Unsecured**

- From Banks

49,85,348

31,68,356

- From Others

1,62,83,514

2,37,72,467

**Secured**

- From Banks

1,44,11,982

**2,12,68,862**

**4,13,52,805**

*Note: Term Loan from Bank of Rs. 1,44,11,982 are secured by way of first mortgage / charge on the Immovable Property personally owned by the promoter.*

**NOTE 6 : TRADE PAYABLES**

Micro Small and Medium Enterprises\*

22,34,502.00

3,18,084

Others

98,23,814.32

1,00,53,711

**1,20,58,316**

**1,03,71,795**

\*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.

**NOTE 7 : OTHER CURRENT LIABILITIES**

Advances from Customers

1,08,617

88,749

Creditors for Expenses

84,66,141

2,04,70,846

TDS Payable

17,53,222

12,50,978

GST Payable

-

-

Profession Tax Payable

20,400

3,000

Director's Remuneration Payable

-

7,765

Director's Sitting Fees Payable

-

1,891

Salary Payable

-

2,38,775

**1,03,48,380**

**2,20,62,004**

<b>NOTE 8 : SHORT TERM PROVISIONS</b>			
Provision for Tax (Net of Taxes)		<b>1,56,67,418</b>	<b>1,56,71,745</b>
		<b>1,56,67,418</b>	<b>1,56,71,745</b>
<b>NOTE 10 : DEFERRED TAX ASSETS</b>			
Related to Fixed Assets		<b>2,31,614</b>	<b>1,41,009</b>
		<b>2,31,614</b>	<b>1,41,009</b>
<b>NOTE 11 : LONG TERM LOANS AND ADVANCES</b>			
<i>(Unsecured, considered good)</i>			
Security Deposits		<b>50,000</b>	<b>19,48,140</b>
Investment		<b>60,00,000</b>	
		<b>60,50,000</b>	<b>19,48,140</b>
<b>NOTE 12 : INVENTORIES</b>			
Stock-in-Trade		<b>1,03,70,618</b>	<b>2,94,08,318</b>
		<b>1,03,70,618</b>	<b>2,94,08,318</b>
<b>NOTE 13 : TRADE RECEIVABLES</b>			
<i>(Unsecured considered good)</i>			
More than 6 Months		<b>96,72,513</b>	<b>82,65,305</b>
Others		<b>11,02,53,241</b>	<b>17,89,39,661</b>
		<b>11,99,25,754</b>	<b>18,72,04,965</b>
<b>NOTE 14 : CASH &amp; CASH EQUIVALENTS</b>			
Balances with Banks		<b>3,30,171</b>	<b>1,37,26,640</b>
Cash on Hand		<b>5,17,954</b>	<b>17,44,258</b>
		<b>8,48,125</b>	<b>1,54,70,898</b>
<b>NOTE 15 : SHORT TEM LOANS &amp; ADVANCES</b>			
<i>(Unsecured, considered good)</i>			
Loans and Advances to Others		-	<b>2,01,00,085</b>
Loans and Advances to Employees		-	<b>23,40,000</b>
Advance for Expenses		<b>7,39,19,079</b>	<b>47,72,707</b>
Advance to Creditors for Goods		<b>7,55,57,799</b>	<b>1,27,82,257</b>
Accrued Interest		<b>2,19,248</b>	<b>14,33,176</b>
		<b>14,96,96,127</b>	<b>4,14,28,225</b>
<b>NOTE 16 : OTHER CURRENT ASSETS</b>			
Company Incorporation Expenses		-	<b>9,894</b>
Prepaid Profession Tax		<b>8,000</b>	<b>8,000</b>
VAT Receivable			-
GST Input Tax Credit		<b>81,32,238</b>	<b>1,51,90,890</b>
Prepaid Expenses		<b>3,55,54,313</b>	<b>2,38,66,501</b>
Prepaid Interest		-	<b>13,08,341</b>
		<b>4,36,94,551</b>	<b>4,03,83,626</b>

	2019-2020	2018-2019
<b>NOTE 17 : REVENUE FROM OPERATIONS</b>		
Sale of Products	13,74,76,556	41,66,73,247
	<b>13,74,76,556</b>	<b>41,66,73,247</b>
<b>NOTE 18 : OTHER INCOME</b>		
Interest Income	19,06,013	16,26,899
Sundry Balance Written off		13,12,620
	<b>19,06,013</b>	<b>29,39,519</b>
<b>NOTE 19 : PURCHASES OF STOCK-IN-TRADE</b>		
Purchases of traded goods	6,01,70,042	14,67,35,713
	<b>6,01,70,042</b>	<b>14,67,35,713</b>
<b>NOTE 20 : CHANGES IN INVENTORIES OF STOCK-IN-TRADE</b>		
Opening Stock	2,94,08,318	2,12,00,273
Less: Closing Stock	1,03,70,618	2,94,08,318
	<b>1,90,37,700</b>	<b>(82,08,045)</b>
<b>NOTE 21 : EMPLOYEE BENEFITS EXPENSE</b>		
Salaries & Wages	27,98,735	54,35,578
Directors Remuneration	22,00,000	57,00,000
Directors Sitting Fees	40,000	6,00,000
Staff Welfare	90,008	3,01,980
	<b>51,28,743</b>	<b>1,20,37,558</b>
<b>NOTE 22 : FINANCE COST</b>		
Interest Paid on Loan	85,39,105	82,92,433
Other Borrowing costs	3,48,850	4,87,417
	<b>88,87,955</b>	<b>87,79,850</b>
<b>NOTE 23 : OTHER EXPENSES</b>		
Rent	13,97,664	26,19,085
Brokerage and Commission Paid	8,18,362	22,86,760
Call Centre Expenses		-
Courier Expenses	3,16,921	1,49,87,694
Packing Material	35,900	29,44,922
Advertisement Expenses	3,75,07,695	8,33,77,472
Business Promotion	65,49,789	7,89,20,602
Payment to Auditors	2,50,000	2,50,000
Legal & Professional Fees	26,44,013	62,80,420
Loss by Expiry	-	56,48,666
ROC Filing Fees	15,086	20,580
Miscellaneous Expenses	22,61,108	35,89,073
	<b>5,17,96,537</b>	<b>20,09,25,274</b>

**NOTE 9 : FIXED ASSETS**

AS PER SCHEDULE II TO THE COMPANIES ACT, 2013

DESCRIPTION	GROSS BLOCK AT COST			DEPRECIATION/ AMORTISATION			NET BLOCK	
	As at 01-04-2019	Additions During the year	As at 31-03-2020	Provided upto 01-04-2019	For the Period 2019-2020	As at 31-03-2020	As at 31-03-2020	As at 31-03-2019
<b>TANGIBLE ASSETS :</b>								
Computer	8,11,292	12,279	<b>8,23,571</b>	6,14,754	1,29,242	<b>7,43,996</b>	<b>79,574</b>	1,96,538
Motor Vehicle	74,800	-	<b>74,800</b>	46,201	7,491	<b>53,692</b>	<b>21,108</b>	28,599
Office Equipment	14,49,703	-	<b>14,49,703</b>	6,17,354	3,78,699	<b>9,96,053</b>	<b>4,53,650</b>	8,32,350
Furniture & fixtures	83,163	13,092	<b>96,255</b>	39,800	13,856	<b>53,656</b>	<b>42,600</b>	43,364
<b>TOTAL</b>	<b>24,18,958</b>	<b>25,371</b>	<b>24,44,329</b>	<b>13,18,108</b>	<b>5,29,288</b>	<b>18,47,396</b>	<b>5,96,934</b>	<b>11,00,851</b>
<b>PREVIOUS YEAR</b>	<b>17,05,308</b>	<b>7,13,650</b>	<b>24,18,958</b>	<b>6,76,230</b>	<b>6,41,878</b>	<b>13,18,108</b>	<b>11,00,851</b>	<b>10,29,078</b>

**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.

<b>NOTE 28 : Payment to and Provision for Auditors</b>	<b>2019-2020</b>	<b>2018-2019</b>
Audit Fees		<b>2,00,000</b>
Taxation Matters		<b>50,000</b>
Certification Fees		-
For Other Taxation Matters		<b>15,000</b>
Other Matters including Peer Review Audit		<b>2,57,500</b>

**NOTE 29 : Related Party Transactions**

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

<b>Sr. No.</b>	<b>Name of Related Party</b>	<b>Nature of Transaction</b>	<b>2019-2020</b>	<b>2018-2019</b>
1	Rajnish Kumar Singh - Director	Salary	<b>21,00,000</b>	<b>54,00,000</b>
		Loan Taken		-
		Loan Repaid		-
2	Shalini Mishra - Director	Salary	<b>1,20,000</b>	<b>3,00,000</b>
3	Mihir Patwa - Chief Financial Officer	Salary	-	<b>8,75,000</b>
		Fees	<b>19,20,680</b>	
		Loan Given		<b>20,75,000</b>
4	Rohit Ranjan - Director	Sitting Fees	<b>40,000</b>	<b>6,00,000</b>
		Salary	-	-
		Loan Given	-	-
5	Ruchi Rushabh Saparia - Company Secretary (Resigned on 31.08.2018)	Salary	-	<b>79,000</b>
6	Heet Ashok Shah - Company Secretary (Joined from 01.09.2018)	Salary	<b>1,80,000</b>	<b>1,06,300</b>

**NOTE 31: 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 31st March, 2019 is as follows:

	<b>31st March 2020</b>	<b>31st March 2019</b>
<b>A. Deferred Tax Assets</b>		
Opening balance as at 01/04/2018	<b>1,46,573</b>	<b>64,953</b>
Timing Difference in Depreciable Assets	<b>90,604</b>	<b>81,620</b>
	<b>2,37,178</b>	<b>1,46,573</b>
<b>B. Deferred Tax Liabilities</b>		
Opening balance as at 01/04/2018	<b>5,564</b>	<b>5,564</b>
Timing Difference in Depreciable Assets	-	-
	<b>5,564</b>	<b>5,564</b>
<b>Net Deferred Tax Asset/ (Liability)</b>	<b>2,31,614</b>	<b>1,41,009</b>

**NOTE 32 : Earning Per Share**

	<b>31st March, 2020</b>	<b>31st March 2019</b>
Net Profit after tax as per Profit and Loss statement attributable to Equity Shareholders	<b>(60,87,049)</b>	4,22,66,589
Weighted Average Number of Equity Shares	<b>46,73,700</b>	43,45,442
Basic and Diluted Earnings per share (₹)	<b>(1.30)</b>	9.73
Face Value per equity share (₹)	<b>10.00</b>	10.00

**NOTE 33 :** 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 34 :** The previous year figures have been regrouped/ reclassified, wherever necessary to confirm to the current year presentation.

**ATTENDANCE SLIP**  
**5th ANNUAL GENERAL MEETING TO BE HELD ON 26th DECEMBER, 2020**

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

I hereby record my presence at the 5<sup>th</sup> Annual General Meeting of the Company at PLOT NO.24 ABCD, GOVERNMENT INDUSTRIAL ESTATE, NEAR HINDUSTAN NAKA, CHARKOP, KANDIVALI WEST, MUMBAI- 401101, On 26th DECEMBER, 2020, SATURDAY At 09:30 A.M.

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

\_\_\_\_\_  
Email Address:

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.

1. Only Member/Proxy holder can attend the Meeting.
2. Member/ Proxy holder should bring his/her copy of Annual Report for reference at the Meeting.

**FORM NO. MGT-11**

**PROXY FORM**

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies Management and Administration Rules, 2014]*

<b>Name of the Member(s):</b>	
<b>Registered address:</b>	
<b>E-mail Id:</b>	
<b>Folio No. /Client Id &amp; DP. Id:</b>	

*I/We.....being a member / members holding.....shares of RAJNISH WELLNESS LIMITED hereby appoint:*

<b>1</b>	<b>Name:</b>	<b>Address:</b>
	<b>Email ID:</b>	<b>Signature:</b>
<b>2</b>	<b>Name:</b>	<b>Address:</b>
	<b>Email ID:</b>	<b>Signature:</b>
<b>3</b>	<b>Name:</b>	<b>Address:</b>
	<b>Email ID:</b>	<b>Signature:</b>

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Saturday, 26th December, 2020 at 09:30 A.M. at PIOT NO.24 ABCD, GOVERNMENT INDUSTRIAL ESTATE, NEAR HINDUSTAN NAKA, CHARKOP, KANDIVALI WEST, MUMBAI- 401101 and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Sr. No</b>	<b>Description.</b>	<b>No. of shares held</b>	<b>FOR</b>	<b>AGAINST</b>
1	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2020 and the Profit and Loss Account for the year ended on that date together with the Schedules			

	thereon, along with the Reports of the Directors and Auditors thereon			
2	To appoint a Director in place of Mr. Rajnishkumar Surendra Prasad Singh (DIN:07192704), who retires by rotation and being eligible offered himself for re-appointment.			
3	To appoint a Director in place of Ms. Shalini Vijendra Mishra (DIN: 07194597), who retires by rotation and being eligible offered himself for re-appointment.			
4	Appointment Of M/S. Ashok Choudhary & Associates, Chartered Accountants, as a Statutory Auditors of the Company			

Signed this 26th day of December, 2020

Signature(s) of the Shareholder(s).....

Signature of Proxy Holder.....

**Notes:** 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.



**PAPER - MGT -12  
BALLOT PAPER/POLLING PAPER**

<b>Name(s) of Member(s) :</b>  (In BLOCK/CAPITAL LETTERS)	
<b>Registered Address :</b>	
<b>DP ID / Client ID* or Registered Folio No :</b>	
<b>No. of equity shares held :</b>	

**\*Applicable in case of Share held in electronic form**

I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of 5th Annual General Meeting of Company scheduled to be held on Saturday, 26th December, 2020 at 09:30 A.M. at PLOT NO.24 ABCD, GOVERNMENT INDUSTRIAL ESTATE, NEAR HINDUSTAN NAKA, CHARKOP, KANDIVALI WEST, MUMBAI- 401101 which is proposed

to be placed for consideration of members at the aforesaid Annual General Meeting of the Company, by conveying my/our assent and/or dissent to the said Resolution(s) in the relevant box as stated here in below:

<b>Resol.No.</b>	<b>Resolution</b>	<b>No. of Equity Share(s) held</b>	<b>I/We assent to the resolution (For)*</b>	<b>I/We dissent to the resolution (Against)*</b>
<b>Ordinary Businesses</b>				
<b>1.</b>	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2020 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, along with the Reports of the Directors and Auditors thereon			

2.	To appoint a Director in place of Mr. Rajnishkumar Surendra Prasad Singh (DIN: 07192704), who retires by rotation and being eligible offered himself for re-appointment.			
3.	To appoint a Director in place of Ms. Shalini Vijendra Mishra (DIN: 07194597), who retires by rotation and being eligible offered himself for re-appointment.			
4	Appointment Of M/S. Ashok Choudhary & Associates, Chartered Accountants, as a Statutory Auditors of the Company			

\*Please put a tick mark (✓) in appropriate column against the resolution(s) indicated above. In case of member/proxy wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For' and/or 'Against'.

**Place: Mumbai**

Signed this \_\_\_\_ day of \_\_\_\_ 2020

\_\_\_\_\_

**Signature of Member**

**With reference to SS-2, for the easy convenience of recipients of notice, Route map to the venue of 5<sup>th</sup> Annual General Meeting of the Company is as under:**

