Date: 4th September, 2026

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

Sub.: Notice of the 11th Annual General Meeting ("AGM") along with Annual Report of Rajnish Wellness Limited for the financial year 2025-2026

Ref.: Rajnish Wellness Limited, BSE Scrip Code: 541601

Dear Sir/Madam,

Pursuant to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Notice of the 11th Annual General Meeting of the Company scheduled to be held on Saturday, 26th September, 2026 at 11:30 a.m. (IST) through Video Conferencing / Other Audio-Visual Means (OAVM), along with the Annual Report of Rajnish Wellness Limited for the financial year 2025 - 2026 which is being sent through electronic mode to all the Members of the Company who have registered their e-mail address with the Company.

The Notice of AGM along with Annual Report for the financial year 2025- 2026 is available on the website of the Company at https://rajnishwellness.com/annual-reports/ , on the website of Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depositories Limited (NSDL) at www.evoting.nsdl.com.

We request you to take the above information on record.

Thanking you.

For **RAJNISH WELLNESS LIMITED**

RAJNISHKUMAR S SINGH Digitally signed by RAJNISHKUMAR S SINGH Date: 2026.09.04 12:39:32 +05'30'

Rajnishkumar Singh
Managing Director
DIN: 07192704

Encl: a/a

Rajnish Wellness

Inspiring Better Life

11th ANNUAL REPORT

2025-2026

WELLNESS TODAY • HEALTHIER TOMORROW • STRONGER TOGETHER

WELLNESS FOR ALL
Promoting natural and holistic well-being

ACCESSIBLE HEALTHCARE
Quality medicines and healthcare within everyone's reach

STRONGER RETAIL NETWORK
Expanding Dava Discount stores across India

SUSTAINABLE GROWTH
Delivering value for stakeholders and communities

OUR PEOPLE
Our Strength

OUR PARTNERS
Our Growth

OUR PURPOSE
Your Wellness

OUR PLANET
Our Responsibility

CORPORATE INFORMATION

RAJNISH WELLNESS LIMITED

CIN L52100MH2015PLC265526

Registered Address: Shop No 22, Cabin, Neo Corporate Co-op Premises Soc. Ltd., Ramchandra Extension Lane, Kanchpada, Malad West, Mumbai-400064 **.**

Website: www.rajnishwellness.com **Email:** info@rajnishwellness.com

Board of Directors and Key Managerial Personnel

Sr. No.	Name	Designation
1	Rajnishkumar Surendraprasad Singh	Managing Director
2	Monam Kapoor	Non-Executive - Independent Director
3	Preeti Garg	Non-Executive - Independent Director
4	Swati Jain	Non-Executive – Independent Director
5	Saloni Mehra	Non-Executive - Non- Independent Director
6	Mihir Shrenik Patwa	Chief Financial Officer
7	Anupma Kashyap	Company Secretary & Compliance Officer

CORPORATE INFORMATION

REGISTERED ADDRESS Shop No 22, Cabin, Neo Corporate Co-op Premises Soc. Ltd., Ramchandra Extension Lane, Kanchpada, Malad West, Mumbai-400064. **AUDITORS** M/s. Motilal & Associates LLP Chartered Accountants **SECRETARIAL AUDITORS** M/s HSPN And Associates LLP Practicing Company Secretaries **INTERNAL AUDITOR** M/s. Gaurav Chandak & Associates, Chartered Accountants	**SHARES LISTED AT BSE LIMITED** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 **SHARE TRANSFER AGENT** Bigshare Services Pvt. Ltd. Office No. S6-2, 6^{th} Floor, Pinnacle Business Park, next to Ahura Center, Mahakali Caves Road, Andheri (East) Mumbai: 400093 SEBI Reg No: INR000001385 Tel: 022 6263 8200 Email: info@bigshareonline.com Fax: +9122 6263 8299

CONTENTS OF THE ANNUAL REPORT

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 11th ANNUAL GENERAL MEETING OF THE MEMBERS OF RAJNISH WELLNESS LIMITED WILL BE HELD ON SATURDAY THE 26TH SEPTEMBER 2026 AT 11:30 A.M. THROUGH VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS, TO TRANSACT THE FOLLOWING BUSINESS (ES)

ORDINARY BUSINESS:

ITEM NO. 1

ADOPTION OF FINANCIAL STATEMENTS:

To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026 and the Reports of the Directors and the Auditors thereon.

ITEM NO. 2

TO RE-APPOINT MR. RAJNISHKUMAR S. SINGH (DIN: 07192704) WHO RETIRES BY ROTATION & BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT AS DIRECTOR:

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

"RESOLVED THAT, pursuant to the provisions of Section 152 (6) and other applicable provisions of the Companies Act, 2013(including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), Mr. Rajnishkumar S. Singh (DIN: 07192704) who retires by rotation & being eligible offers himself for re-appointment as Director, be and is hereby re-appointed as a Director liable to retire by rotation."

SPECIAL BUSINESS:

ITEM NO. 3

TO APPROVE RELATED PARTY TRANSACTIONS UP TO Rs.10 CRORES.

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

"RESOLVED THAT pursuant to the provisions of Section 188, 177, and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations), and the Company's Policy on Related Party Transactions, and subject to such other consents, approvals, permissions as may be required, the approval of the members of the Company be and is hereby accorded to the Board of Directors (including any committee thereof), to enter into and/or continue to enter into Related Party Transactions (RPTs), whether individually and/or in aggregate, with related parties as defined under the Companies Act and SEBI LODR Regulations, for an amount not exceeding Rs.10,00,00,000/- (Rupees Ten Crores only) during the financial year 2026–2027, such transactions being in the ordinary course of business and at arm's length basis."

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters, and things including finalising the terms and conditions, and execute such agreements, documents and writings as may be required, and to delegate all or any of the powers herein conferred to any directors of the Company, to give effect to this resolution."

ITEM NO.4

TO APPROVE THE TRANSACTIONS WITH THE COMPANY'S RELATED PARTIES:

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 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 and the Company's policy on Related Party transaction and as agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee and sub-committee which the Board may have constituted or shall hereinafter constitute to exercise its powers including the powers conferred by this resolution), approval of the members of the Company be and is hereby accorded to enter into arrangements / transactions / contracts with the Company's related parties within the meaning of Regulation 2(1)(zb) of the SEBI (LODR) Regulations, 2015 relating to transactions the details of which are more particularly set below, provided however that the aggregate amount / value of all such arrangements / transactions / contracts that may be entered into by the Company with the Related Parties and remaining outstanding at any one point in time shall not exceed the limits mentioned below during any one financial year 2026-2027, provided that the said transactions are entered into / carried out on arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors:

SR. NO.	NAME OF THE RELATED PARTY	NATURE OF RELATIONSHIP WITH THE COMPANY	NATURE OF TRANSACTION	AMOUNT OF TRANSACTION
1	MR. RAJNISHKUMAR SINGH	MANAGING DIRECTOR	ADVANCES/BORROWINGS (UNSECURED LOANS)	UPTO 25,00,00,000
2	MR. MIHIR PATWA	CHIEF FINANCIAL OFFICER	BORROWINGS (UNSECURED LOANS)	UPTO 10,00,00,000

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Executive Directors and / or the Company Secretary are severally, on behalf of the Company, be and are hereby authorized to sign, execute, amend, deliver all such agreements, documents, deeds or instruments as may be required in this regard, as well as amendments or supplements thereto and to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Board, as the case may be."

By order of the Board
For Rajnish Wellness Limited

Sd/-
Anupma Kashyap
Company Secretary & Compliance Officer
Membership No.: ACS48710

Date: 31/08/2026
Place: Mumbai

NOTES:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secret arial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM/AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.rajnishwellness.om . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. https://ivote.bigshareonline.com.

7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

Bigshare i-Vote E-Voting System

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

i. The voting period begins on **23rd September, 2026, at 09:00 A.M**. and ends on **25th September, 2026 at 05:00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **23rd September, 2026** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

1. Pursuant to above said SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details

Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

1. Login method for e-Voting for shareholders other than individual shareholders holding shares in Demat mode & physical mode is given below:

   - You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
   - Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.
   - Please enter you '**USER ID'** (User id description is given below) and '**PASSWORD'** which is shared separately on you register email id.
   - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
   - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
   - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note *If you have not received any user id or password, please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

<u>Voting method for shareholders on i-Vote E-voting portal:</u>

- After successful login, **Bigshare E-voting system** page will appear.

- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

2. **Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.

NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First, you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.

- Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
- Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".

Note: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
  - Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
  - Custodian can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholders other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

3. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholders other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.

- For joining virtual meeting, you need to click on "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK"** option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

EXPLANATORY STATEMENT

(Pursuant to Regulation 36(5) of SEBI (Listing Obligation and Disclosure Requirements) Regulation2015 and Section 102 of the Companies Act, 2013)

ITEM NO.3

TO APPROVE RELATED PARTY TRANSACTIONS UP TO Rs. 10 CRORES

The Company, in the ordinary course of its business, and at arm's length basis, may enter into transactions with related parties, which may include purchase or sale of goods, rendering or receiving of services, leasing of property, availing or providing of loans, guarantees, or any other transactions as permitted under applicable laws.

In terms of Regulation 23 of the SEBI (LODR) Regulations, 2015 and Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, approval of shareholders is required in case the value of transactions with related parties exceeds the prescribed thresholds or in case of material RPTs.

Although the proposed transactions are in the ordinary course of business and at arm's length basis, the Company seeks an approval of shareholders by way of an Ordinary Resolution, considering the aggregate value of such transactions may exceed the prescribed materiality thresholds during the financial year.

The Audit Committee and the Board of Directors have reviewed and approved these transactions and recommend the resolution for approval of the members.

Except Mr. Rajnishkumar Singh None of the Directors, Key Managerial Personnel or their relatives, except those interested as related parties in the proposed transactions, are concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 4

TO APPROVE THE TRANSACTIONS WITH THE COMPANY'S RELATED PARTIES:

Pursuant to the provisions of Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and the Company's Policy on Materiality of Related Party Transactions, mandates the Company to obtain approval of the Members by way of an Ordinary Resolution. Accordingly, the Members approval is sought for the below transactions which needs to be entered with the Company's related parties during the FY 2026 - 2027:

SR. NO.	NAME OF THE RELATED PARTY	NATURE OF RELATIONSHIP WITH THE COMPANY	NATURE OF TRANSACTION	AMOUNT OF TRANSACTION
1	MR. RAJNISHKUMAR SINGH	MANAGING DIRECTOR	ADVANCES/BORROWINGS (UNSECURED LOANS)	UPTO 25,00,00,000
2	MR. MIHIR PATWA	CHIEF FINANCIAL OFFICER	BORROWINGS (UNSECURED LOANS)	UPTO 10,00,00,000

The Board of Directors on recommendation of the Audit Committee, at its meeting held on 7th February, 2026 has approved the above proposals subject to the approval of the shareholders of the Company. The Board recommends and proposes this resolution to the members of the Company for their approval in the best interest of the Company. As per Regulation 23 of the SEBI Listing Regulations related parties of the Company are not permitted to vote to approve the resolution set out in Item No. 4 of this Notice whether the related party is a related party to the proposed transaction or not. Except Mr. Rajnishkumar Singh None of the Directors, Key Managerial Personnel or their relatives, except those interested as related parties in the proposed transactions, are concerned or interested, financially or otherwise, in the resolution.

By order of the Board
For Rajnish Wellness Limited

Sd/-
Anupma Kashyap
Company Secretary & Compliance Officer
Membership No.: ACS48710

Date: 31/08/2026
Place: Mumbai

ANNEXURE TO NOTICE

Details of Directors Retiring by Rotation / Seeking Appointment/Re-Appointment at the forthcoming Annual General Meeting as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director	Rajnishkumar Surendraprasad Singh
DIN	07192704
Type	Executive - Non- Independent Director
Date of Birth	16/08/1985
Date of appointment	13/06/2015
Qualifications	Professional
Expertise in specific functional area	He has vast knowledge and specialization in Corporate Compliances, Audit and Assurance Services
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	RAJNISH WELLNESS LIMITED
Directorships held in other private companies	Nil
Memberships/Chairmanships of committees of other public companies	Nil
Number of shares held in the Company	93020611
Terms and conditions of appointment/ re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
Remuneration proposed paid to be	NA
Remuneration last drawn	Rs. 22,80,000/-
No. of meetings of the Board attended (FY 2025-2026)	7
Relationship between Directors inter-se	NA
Confirmation in compliance with SEBI Letter dated 14th June, 2018 read along with Exchange Circular dated June 20, 2018 (Affirmation that the person proposed to be appointed as Director is not	We hereby confirm that Mr. Rajnishkumar Surendraprasad Singh is not debarred from holding the office of Director by any SEBI order or any other such authority.

debarred from holding the office by virtue of any SEBI Order or any other authority)	
Affirmation that the Director being appointed is not disqualified from holding the office of director pursuant to provisions of Section 164 of the Companies Act, 2013	We hereby confirm that Mr. Rajnishkumar S. Singh is not disqualified from holding the office of director pursuant to provisions of Section 164 of the Companies Act, 2013.

The details as required under Regulation 23 of the SEBI Listing Regulations read with SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on July 11, 2023 (as updated on January 30, 2026) and SEBI Circular on RPTs Industry Standards are as follows:

PART A: DETAILS OF THE RELATED PARTY AND TRANSACTIONS WITH THE RELATED PARTY

Sr. No	**Particulars of Information**	**Information provided by the Management**		
A (1)	**Basic details of the related party**			
1	Name of the Related Party	Rajnish Retail Limited (RRL)	Mr. Rajnishkumar Singh (MD)	Mr. Mihir Patwa (CFO)
2	Country of incorporation of the related party	India	India	India
3	Nature of business of the related party	Rajnish Retail Limited (RRL) is engaged in the business of importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, preservers, stockiest, agents, sub-agents, merchants, distributors, consignors, jobbers, concessionaires or otherwise deal in all kinds of all products and services, dealing in all kinds of goods, materials and items including but not limited to all kinds of FMCG Products,	Mr. Rajnishkumar Singh is a Promoter and Managing Director (MD) of the Company	Mr. Mihit Patwa is a Chief Financial Officer (CFO) of the Company

		household goods, consumer durables, home furnishing, cosmetics, utility products, Children products and fashion accessories including clothes, jewellery, home improvement products, footwear, luggage, books & stationery, health care and beauty products, toys and music, computers & accessories, all other kinds of electronic components & devices telecom products, electronic products, agri input products, furniture, furnishing & accessories, home furnishing products and other materials or things capable of being used.		
A (2)	**Relationship and ownership of the related party**			
1	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party- including nature of its concern (financial or otherwise) and the following:	Rajnish Retail Limited and Rajnish Wellness Limited are falling under same Promoter group	Mr. Rajnishkumar Singh, Promoter of the Company, and accordingly has a substantial financial interest in the entity.	Mr. Mihit Patwa is a Chief Financial Officer (CFO) of the Company having a financial interest in the listed entity.
2	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Not Applicable	Not Applicable	Not Applicable

	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable	Not Applicable	Not Applicable
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ Subsidiary / related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Not Applicable	93020611	Not Applicable

A (3) Details of previous transactions with the related party				
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	Loan taken of Rs. 8,28,19,000	Loan taken of Rs. 6,83,69,000	Loans given by the Company of Rs. 92,70,000
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. (₹ Lakhs including GST)	Loan given of Rs. 4,15,00,000	Loan given of Rs. 4,70,19,563	Loan given of Rs. 1,64,00,000
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No	No	No

A (4) Amount of the proposed transaction(s)				
	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	Aggregate Value not exceeding Rs. 10,00,00,000	Aggregate Value not exceeding Rs. 25,00,00,000	Aggregate Value not exceeding Rs. 10,00,00,000/-
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	20.59%	51.48%	20.59%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed	Not Applicable	Not Applicable	Not Applicable

	entity is not a party to the transaction)			
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	11.79%	Financial/turnover details of the Related Party are not available with the Company.	Financial/turnover details of the Related Party are not available with the Company.
6	Financial performance of the related party for the immediately preceding financial year: *Explanations: The above information is given on standalone basis.*	Turnover (in Lakhs): Rs. 4,856.11/- Profit after Tax (in Lakhs): Rs. 17.30/- Net Worth (in Lakhs): Rs. 7,921.10/-	The financial details of the Related Party are not available with the Company as on the date of preparation of this disclosure."	The financial details of the Related Party are not available with the Company as on the date of preparation of this disclosure."
A (5) Basic details of the proposed transaction				
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.	Borrowings between the parties	Borrowings between the parties	Borrowings between the parties
2	Details of each type of the proposed transaction.	Same as above	Same as above	Same as above

3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-2027 (12 months)	FY 2026-2027 (12 months)	FY 2026-2027 (12 months)
4	Whether omnibus approval is being sought?	Yes	Yes	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Aggregate Value not exceeding Rs. 10,00,00,000/-	Aggregate Value not exceeding Rs. 25,00,00,000/-	Aggregate Value not exceeding Rs. 10,00,00,000/-
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The transactions are undertaken to meet the Company's business objectives, operational requirements, and short-term funding needs, including loans taken from and/or given to RWL, and are necessary for the smooth and efficient functioning of the Company.	The proposed Related Party Transactions are in the ordinary course of business	The proposed Related Party Transactions are in the ordinary course of business
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. *Explanation: Indirect interest shall mean interest held through any person over which an individual has control.*			
	Name of the director / KMP	Mr. Rajnishkumar Singh	Mr. Rajnishkumar Singh is a Promoter	Mr. Mihir Patwa is a WTD of the Company
	Shareholding of the director / KMP, whether direct or indirect, in the related party.	39675010	93020611	NIL

8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	Not Applicable	Not Applicable
9	Other information relevant for decision making.	Not Applicable	Not Applicable	Not Applicable

PART B: INFORMATION TO BE PROVIDED ONLY IF A SPECIFIC TYPE OF RPT AS MENTIONED BELOW IS PROPOSED TO BE UNDERTAKEN AND IS IN ADDITION TO PART A.

Sr. No	Particulars of Information	Information provided by the Management		
		Rajnish Retail Limited (RRL)	Mr. Rajnishkumar Singh (MD)	Mr. Mihir Patwa (CFO)
B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances				
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable	Not Applicable	Not Applicable
2	Basis of determination of price.	The proposed transaction shall be undertaken on mutually agreed commercial terms, in the ordinary course of business, wherever applicable, on an arm's length basis and in compliance with applicable laws and the Company's policies.	Not Applicable	Not Applicable

3	In case of Trade advance *(of upto 365 days or such period for which such advances are extended as per normal trade practice)*, if any, proposed to be extended to the related party in relation to the	Not Applicable	Not Applicable	Not Applicable
	a. Amount of Trade advance			
	b. Tenure			
	c. Whether same is self-liquidating?			
B (2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary				
1	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs / insurance Companies / housing finance companies.	The proposed transaction shall be funded out of the Company's own/ internal accruals and available funds.	Not Applicable	Not Applicable
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	Not Applicable	Not Applicable	Not Applicable

	Note: This item of disclosure is not applicable to listed banks/ NBFCs/ insurance companies/ housing finance companies.			
	a. Nature of indebtedness			
	b. Total cost of borrowing			
	c. Tenure			
	d. other details			
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. *Note:* *(1) This item of disclosure is not applicable to listed banks/NBFC's/insurance companies/housing finance companies.* *(2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity*	Not Applicable	Not Applicable	Not Applicable

4	Proposed interest rate to be charged by listed entity or its subsidiary	As may be mutually agreed between the parties from time to time.	As may be mutually agreed between the parties from time to time.	As may be mutually agreed between the parties from time to time.
5	Maturity / due date	As may be mutually agreed between the parties from time to time.	As may be mutually agreed between the parties from time to time.	As may be mutually agreed between the parties from time to time.
6	Repayment schedule & terms	As may be mutually agreed between the parties from time to time.	As may be mutually agreed between the parties from time to time.	As may be mutually agreed between the parties from time to time.
7	Whether secured or unsecured?	Unsecured	Unsecured	Unsecured
8	If secured, the nature of security & security coverage ratio	Not Applicable	Not Applicable	Not Applicable
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	The funds received pursuant to the proposed transaction shall be utilized by the ultimate beneficiary for its day-to-day business operations, working capital requirements, and other general corporate purposes in the ordinary course of business.	The funds received pursuant to the proposed transaction shall be utilized by the ultimate beneficiary for its day-to-day business operations, working capital requirements, and other general corporate purposes in the ordinary course of business.	The funds received pursuant to the proposed transaction shall be utilized by the ultimate beneficiary for its day-to-day business operations, working capital requirements, and other general corporate purposes in the ordinary course of business.
B (3) Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary				
1	Source of funds in connection with the proposed transaction.	Not Applicable	Not Applicable	Not Applicable

	Note: This item of disclosure is not applicable to listed banks/ NBFCs/ insurance companies/ housing finance companies.			
2	Where any financial indebtedness is incurred to make investment, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies.	Not Applicable	Not Applicable	Not Applicable
	a. Nature of indebtedness			
	b. Total cost of borrowing			
	c. Tenure			
	d. other details			
3	Purpose for which funds shall be utilized by the investee company.	Not Applicable	Not Applicable	Not Applicable
4	Material terms of the proposed transaction	Not Applicable	Not Applicable	Not Applicable
B (5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary				
1	Material covenants of the proposed transaction	Not Applicable	Not Applicable	Not Applicable
	Interest rate (in terms of numerical value or	Not Applicable	Not Applicable	Not Applicable

	base rate and applicable spread)			
	Cost of borrowing Note: This shall include all costs associated with the borrowing	Not Applicable	Not Applicable	Not Applicable
	Maturity / due date	Not Applicable	Not Applicable	Not Applicable
	Repayment schedule & terms	Not Applicable	Not Applicable	Not Applicable
	Whether secured or unsecured	Not Applicable	Not Applicable	Not Applicable
	If secured, the nature of security & security coverage ratio	Not Applicable	Not Applicable	Not Applicable
	The purpose for which the funds will be utilized by the listed entity / subsidiary	Not Applicable	Not Applicable	Not Applicable

PART C: INFORMATION TO BE PROVIDED ONLY IF A SPECIFIC TYPE OF RPT MENTIONED BELOW PROPOSED TO BE UNDERTAKEN IS A MATERIAL RPT AND IS IN ADDITION TO PART A AND B

Sr.	**Particulars of Information**	**Information provided by the Management**		
		Rajnish Retail Limited (RRL)	Mr. Rajnishkumar Singh (MD)	Mr. Mihir Patwa (CFO)
C. Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances				
1	Bidding or other process, if any, applied for choosing a party for sale,	Not Applicable	Not Applicable	Not Applicable

	purchase or supply of goods or services.			
2	Basis of determination of price	The proposed transaction shall be undertaken on mutually agreed commercial terms, in the ordinary course of business, wherever applicable, on an arm's length basis and in compliance with applicable laws and the Company's policies.	The proposed transaction shall be undertaken on mutually agreed commercial terms, in the ordinary course of business, wherever applicable, on an arm's length basis and in compliance with applicable laws and the Company's policies.	Not Applicable
3	In case of Trade advance (*of upto 365 days or such period for which such advances are extended as per normal trade practice*), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable	Not Applicable	Not Applicable
	a. Amount of Trade advance			
	b. Tenure			
	c. Whether same is self-liquidating?			
C (1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary				
1	Latest credit rating of the related party Note: Standalone rating to be provided	Not Applicable	Not Applicable	Not Applicable

	while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any			
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. In addition, state the following:			
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	Not Applicable	Not Applicable	Not Applicable
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	Not Applicable	Not Applicable	Not Applicable
	c) Whether the related party is undergoing or	Not Applicable	Not Applicable	Not Applicable

	facing any application for commencement of an insolvency resolution process or liquidation;			
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	Not Applicable	Not Applicable	Not Applicable
	FY 2024 – 2025			
	FY 2023 – 2024			
	FY 2022 – 2023			
C (2) Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary				
1	Latest credit rating of the related party Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This shall be applicable in case of	Not Applicable	Not Applicable	Not Applicable

	investment in debt securities.			
2	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable	Not Applicable	Not Applicable
C (4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary				
	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.	Not Applicable	Not Applicable	Not Applicable
	a. Before transaction			
	b. After transaction			
	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.			

	a. Before transaction			
	b. After transaction			

By order of the Board
For Rajnish Wellness Limited

Sd/-
Anupma Kashyap
Company Secretary & Compliance Officer
Membership No.: ACS48710

Date: 31/08/2026
Place: Mumbai

DIRECTORS' REPORT

The Board of Directors are pleased to present the Company's 11th Annual Report and the Company's Audited Financial Statements for the financial year ended 31st March, 2026.

1) FINANCIAL RESULTS

The operating results of the Company for the year ended 31st March, 2026 are as follow:

Amount in Rs. Lakhs

Particulars	**Year ended 31st March, 2026**	**Year ended 31st March, 2025**
Total Income (including Other Income)	**14,257.62**	**4,908.49**
Less: Depreciation	1.95	2.39
Less: Total Expenses	15,097.05	4,882.81
Profit/ (Loss) Before Exceptional Items and Taxation	(841.38)	23.29
Tax Expenses (Net)	(212.66)	5.99
Net Profit/(Loss) after tax	**(628.72)**	**17.30**
Opening Balance of Retained Earnings	**236.36**	**219.06**
Less: Adjustment of Earlier years	(628.72)	17.30
Closing Balance of Retained Earnings	**(392.37)**	**236.36**

2) TRANSFER TO RESERVES

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

3) THE STATE OF THE COMPANY'S AFFAIR

During the financial year under review,

(a) the turnover of the Company in the financial year ended as on 31st March, 2026 is Rs. 14,175.23 lakh as against INR in Lakhs Rs. 4,856.11 lakh the previous year ended as on 31st March, 2025 and

(b) During the year under review, the Company incurred loss of Rs. 628.72 lakh as against profit of Rs.17.30 lakh in the previous year ended as on 31st March, 2025.

4) DIVIDEND

Keeping in view of the loss, no dividend is proposed to be paid for the financial year 2025-2026.

The Dividend Distribution Policy, in terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") is disclosed in the Corporate Governance Report and is uploaded on the Company's website at https://rajnishwellness.com/codes-policies-others/pdf.

5) SHARE CAPITAL

The Authorised Share Capital of the Company as on 31st March, 2026 is Rs. 130,00,00,000/- divided into 1,30,00,00,000 Equity Shares of Rs. 1/- each.

The issued, subscribed and paid-up share capital of the Company as on 31st March, 2026 is Rs. 101,53,47,685 divided into 101,53,47,685 equity shares of Rs. 1/- each, ranking pari passu in all respect with the existing equity Shares of the Company.

During the year under review, the following changes took place in the Capital structure of the Company:

(a) The Board of Directors at its meeting held on, 16th May,2025 approved:

(i) Increase in the Authorised Share Capital of the Company from the existing Rs.100,00,00,000/- (Rupees One Hundred Crores Only) divided into 1000000000 (One Hundred Crores) Equity Shares of Rs.1/- each to Rs.130,00,00,000/- (Rupees One Hundred Thirty Crores Only) divided into 1300000000 (One Hundred Thirty Crores) Equity Shares of Rs.1/- each, and consequent alteration of Clause V of the Memorandum of Association of the Company relating to the Share Capital. The aforesaid proposal was subsequently approved by the shareholders through Postal Ballot, and the results thereof were declared on 18th June, 2025.

(ii) Alteration in Main Objects Clause of Memorandum of Association of the Company by addition of New Objects.

(b) The Right Issue Committee at its meeting held on, 31st May, 2025:

Further to the Company's intimation regarding the outcome of the meeting of the Board of Directors held on 26th December, 2024, wherein the Board had approved the issuance of Equity Shares of face value Rs.1/- (Rupee One Only) each by way of a Rights Issue for an aggregate amount not exceeding Rs. 49.90 Crores (Rupees Forty-Nine Crores Ninety Lakhs Only).

Pursuant thereto, the Rights Issue was opened; however, the issue remained undersubscribed. Subsequently, the Rights Issue Committee of the Company, at its meeting held on 20th August, 2025, approved the allotment of 246873025 Rights Equity Shares of face value Rs.1/- each at an issue price of Rs.1/- per Rights Equity Share, aggregating to Rs. 24,68,73,025/-.

6) THE CHANGE IN THE NATURE OF BUSINESS, IF ANY

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

7) CASH FLOW AND FINANCIAL STATEMENTS

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

8) TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND.

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

9) CONSERVATION OF ENERGY-TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE etc.

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

10) STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

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

11) INTERNAL CONTROL SYSTEM

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

12) PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Information regarding loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013, has been disclosed in the Audited Financial Statements.

13) PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All the related party transactions are entered on arm's length basis, in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Company has not entered into related parties' transactions, as per the provisions of the Section 188 of the Act

However, the details of the transactions with Related Party are provided in the Company's financial statements in accordance with the Accounting Standards. All Related Party Transactions are presented to the Audit Committee and the Board.

14) DISCLOSURE UNDER SEXUAL HARASSMENT ACT

The Company has zero tolerance towards sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("the POSH Act") and Rules made thereunder. The Company has constituted Internal Complaints Committee under the POSH Act, for reporting and conducting inquiry into the complaints made by the victim on the harassments at the workplace.

Your director's further state that during the FY 2025-2026, there were no complaints received pursuant to the POSH Act. The following is reported pursuant to Section 22 of the POSH Act:

Number of complaints of sexual harassment received in the year;	Number of complaints disposed of during the year	Number of cases pending for more than ninety days
NIL	NIL	NIL

15) POLICY ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

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

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

16) ANNUAL RETURN

Pursuant to the provisions of Section 92(3) of Companies Act, 2013 following is the link for Annual Return Financial Year 2025-2026: www.rajnishwellness.com.

17) NUMBER OF BOARD MEETINGS, GENERAL MEETING CONDUCTED DURING THE YEAR UNDER REVIEW

The Board of Directors duly met 7 (Seven) times during the financial year from 1st April, 2025 to 31st March, 2026. The dates on which the meetings were held are as follows:

Sr No.	Dates on which Board Meetings held	Strength of the Board	No. of Directors Present
1	16th May, 2025	5	5
2	28th May, 2025	5	5
3	30th May, 2025	5	5
4	14th August, 2025	5	5

5	2nd September, 2025	5	5
6	14th November, 2025	5	5
7	7th February, 2026	5	5

The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year under review, Annual General Meeting of the Company was held on 30th September, 2025.

During the year under review, Postal Ballot activity was also conducted and the resolutions proposed were passed on 18th June, 2025.

18) BOARD OF DIRECTORS

The composition of the Board is in accordance with the provisions of Section 149 of the Companies Act, 2013 with an optimum combination of Executive, Non-Executive and Independent Directors. The Directors on the Board are persons with proven competency, integrity, experience, leadership qualities, financial and strategic insight. They have a strong commitment to the Company and devote sufficient time to the Meetings.

Sr. No.	DIN	Name	Designation
1	07192704	Rajnish Kumar Singh	Chairman, Executive Director & Managing Director
2	09278005	Monam Kapoor	Non-Executive Independent Director
3	09662113	Preeti Garg	Non-Executive Independent Director
4	09436199	Swati Jain	Non-Executive- Independent Director
5	10062907	Saloni Mehra	Non-Executive- Non-Independent Director

The Members are also informed about the following changes in Board, during the year under review:

Mr. Rajnishkumar Singh (DIN: 07192704) is liable to retire by rotation in the ensuing Annual General Meeting and being eligible, he has offered himself for re-appointment.

The members are also informed that no changes took place in Key Managerial Personnel during the year under review.

19) DISQUALIFICATION OF DIRECTORS UNDER SECTION 164

None of the directors were disqualified from being appointed or re-appointed as directors of the Company or other companies as prescribed within the provision of section 164 of the Companies Act 2013. Furthermore, the Certificate of Non-Disqualification of Directors (Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) have been attached to his Board report as **Annexure- C**.

20) COMMITTEES OF THE BOARD AND ITS COMPOSITION

i) AUDIT COMMITTEE

As per the applicable provisions of the Companies Act, 2013 and as per Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015

The Audit Committee comprises of the following:

Audit Committee					
Sr. No.	**DIN**	**Name**	**Designation**	**Category**	**Date of Appointment**
1	09662113	Preeti Garg	Non-Executive-Independent Director	Chairperson	07-09-2022
2	09278005	Monam Kapoor	Non-Executive-Independent Director	Member	10-02-2022
3	07192704	Rajnish Kumar Singh	Executive Director	Member	13-06-2015

ii) NOMINATION AND REMUNERATION COMMITTEE

As per the applicable provisions of the Companies Act, 2013 and as per Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015

The Nomination and remuneration committee comprises of the following:

Nomination and remuneration committee					
Sr. No.	**DIN**	**Name**	**Designation**	**Category**	**Date of Appointment**
1	09662113	Preeti Garg	Non-Executive-Independent Director	Chairperson	07-09-2022
2	09278005	Monam Kapoor	Non-Executive-Independent Director	Member	10-02-2022
3	10062907	Saloni Mehra	Non-Executive-Non-Independent Director	Member	09-05-2023

iii) STAKEHOLDERS' RELATIONSHIP COMMITTEE

As per the applicable provisions of the Companies Act, 2013 and as per Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015

The Stakeholders' Relationship Committee comprises of the following:

Stakeholders Relationship Committee					
Sr. No.	**DIN**	**Name**	**Designation**	**Category**	**Date of Appointment**
1	09662113	Preeti Garg	Non-Executive-Independent Director	Chairperson	07-09-2022
2	09278005	Monam Kapoor	Non-Executive-Independent Director	Member	10-02-2022
3	10062907	Saloni Mehra	Non-Executive- Non-Independent Director	Member	10-02-2022

iv) RISK MANAGEMENT COMMITTEE

As per the applicable provisions of the Companies Act, 2013 and as per Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015

The Risk Management Committee comprises of the following:

Risk Management Committee					
Sr. No.	**DIN**	**Name**	**Designation**	**Category**	**Date of Appointment**
1	07192704	Rajnish Kumar Singh	Executive Director	Member	13-06-2015
2	09662113	Preeti Garg	Non-Executive-Independent Director	Chairperson	07-09-2022
3	09278005	Monam Kapoor	Non-Executive-Independent Director	Member	10-02-2022

21) DIRECTORS' RESPONSIBILITY STATEMENT

a) To the best of their knowledge and belief and according to the information and explanations obtained by them, Directors make the following statements in terms of Section 134(3) and Section 134(5) of the Companies Act, 2013:

b) In the preparation of the annual accounts for the financial year ended March 31, 2024, the applicable accounting standards had been followed along with proper explanation relating to any material departures, if any.

c) The Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year under review.

d) Proper and sufficient care had been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

e) The annual accounts for the financial year ended March 31, 2026 had been prepared on a 'going concern' basis.

f) 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.

g) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

22) DEPOSITS

During the year under review, your Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act, 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014. Hence, the requirement for furnishing of details relating to deposits covered under Chapter V of the Act and the details of deposits which are not in compliance with the Chapter V of the Act is not applicable. However, during the financial year, the Company has taken loan from Mr. Rajnishkumar Singh, Managing Director of the Company which is in compliance with the provisions of the Companies Act, 2013 and also repaid the same during the year.

23) DETAILS OF DEPOSITS WHICH ARE NOT IN COMPLIANCE WITH THE REQUIREMENTS OF CHAPTER V OF THE ACT

During the year under review, the Company has not accepted any deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014. Accordingly, there are no such non-compliant deposits to report.

24) PARTICULARS OF EMPLOYEES AND REMUNERATION

The information required under section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given as **Annexure- D** to this report. In terms of provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of employees drawing remuneration in excess of the limits set out in the said Rules, if any, forms part of the Report.

The policy is available on the Company's website at **www.rajnishwellness.com**.

25) ATTRIBUTES, QUALIFICATIONS & INDEPENDENCE OF DIRECTORS, THEIR APPOINTMENT AND REMUNERATION

The Nomination & Remuneration Committee of Directors have approved a Policy for Selection, Appointment and Remuneration of Directors which inter-alia requires that composition and remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and senior management employees and the Directors appointed shall be of high integrity with relevant expertise and experience so as to have diverse Board and the Policy also lays down the positive attributes/criteria while recommending the candidature for the appointment as Director.

26) DECLARATION OF INDEPENDENT DIRECTORS AND STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR

All Independent Directors of your Company have submitted their declaration of independence, as required, pursuant to the provisions of Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations, stating 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, and are not disqualified from continuing as Independent Directors of your Company. Further, in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, all Independent Directors have confirmed that they have registered themselves with databank maintained by the Indian Institute of Corporate Affairs ('IICA'). These declarations/confirmations have been placed before the Board. Pursuant to Rule 8(5)(iiia) of the Companies (Accounts) Rules, 2014, the Board of Directors hereby affirms that, based on the evaluation conducted and declarations received, it is of the opinion that the Independent Directors appointed during the financial year possess the requisite integrity, expertise, and experience (including proficiency) required for effectively discharging their duties as Independent Directors of the Company.

27) MEETING OF INDEPENDENT DIRECTORS

As stipulated in the Code of Conduct for Independent Directors under the Act and Listing Regulations, a separate Meeting of Independent Directors of the Company was held on 07th February, 2026 to review the performance of Non-Independent Directors (including the Chairman) and the Board as a whole. The Independent Directors also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board, which is necessary to effectively and reasonably perform and discharge their duties. The meeting decided on the process of evaluation of the Board and Audit Committee. It designed the questionnaire on limited parameters and completed the evaluation of the Board by Non-Executive Directors and of the Audit committee by other members of the Board. The same was compiled by independent authority and informed to the members.

28) DETAILS OF FAMILIARIZATION PROGRAMMES FOR THE INDEPENDENT DIRECTORS

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

29) STATUTORY AUDITORS

The Members of the Company had appointed upon recommendation and approval by the Board of Directors and Audit Committee appointed M/s. Motilal & Associates LLP, Chartered Accountants (Firm Registration No. 106584W/W100751) as Statutory Auditor of the Company to hold office for a further term of 5 (five) years from the conclusion of 9th Annual General Meeting held on 9th November, 2023 till the conclusion of the 14th Annual General Meeting to be held in the year 2028.

30) SECRETARIAL AUDITORS

The Board of Directors of the Company appointed HSPN & Associates LLP, Company Secretaries, as Secretarial Auditors of the Company at its Board Meeting held on 2nd September, 2025 to carry out the Secretarial Audit for the Financial Year 2025-2026 to 2029-2030. The said appointment was subsequently approved by the Members at the Annual General Meeting held on 30th September, 2025. Accordingly, HSPN & Associates LLP carried out the Secretarial Audit for the Financial Year 2025-2026 and issued the Secretarial Audit Report in the prescribed Form MR-3 pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Secretarial Audit Report issued by HSPN & Associates, Company Secretaries in Form No. MR. 3 for the FY 2025-2026 is annexed herewith and forms part of this report as **Annexure E.** The said Report does not contain any qualification, reservation, disclaimer or observation requiring explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

31) INTERNAL AUDITORS

The Company appointed M/s. Gaurav Chandak & Associates as the Internal Auditors of the Company to conduct Internal Audit of the Company for the financial year 2025-2026.

32) COST RECORDS AND COST AUDIT

The provision of the Companies (Cost Records and Audit) Rules, 2014 is not applicable to the Company. Maintenance of cost records as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 was not applicable for the business activities carried out by the Company for the FY 2025-2026. Accordingly, such accounts and records are not made and maintained by the Company for the said period.

33) EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

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

34) MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management's Discussion and Analysis Report for the year under review, as stipulated under regulation 34 (3) and Part B of schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Annual Report as **Annexure- F**.

35) HOLDING, SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Holding, Subsidiary, Joint Venture and Associate Company.

36) VIGIL MECHANISM POLICY/ WHISTLE BLOWER POLICY FOR THE DIRECTORS AND EMPLOYEES

The Board of Directors of the Company has, pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed "Vigil Mechanism Policy" for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

The employees of the Company have the right/option to report their concern/grievance to the Chairman of the Audit Committee.

The said Policy is available on the website of the Company at **www.rajnishwellness.com.**

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.

37) REPORTING OF FRAUD BY AUDITORS

During the year under review, neither the Statutory Auditors nor Internal Auditors or Secretarial Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees to the Board or the Audit Committee under section 143(12) of the Act, details of which needs to be mentioned in this Report.

38) ANNUAL EVALUATION OF THE PERFORMANCE OF THE BOARD, ITS COMMITTEES AND OF INDIVIDUAL DIRECTORS

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

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

There have been no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the Financial Year and the date of this report

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

During the year under review, no significant material orders has been passed by the Regulators or Courts or Tribunals which would impact the going status of the Company and its future operations.

41) CORPORATE GOVERNANCE

The Company is committed towards maintaining the highest standards of Corporate Governance and adhering to the Corporate Governance requirements as set out by Securities and Exchange Board of India. The Report on Corporate Governance as stipulated under regulation 34 (3) and Part C of schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report.

Further, the Certificate from the Practicing Company Secretary confirming compliance with the conditions of Corporate Governance as stipulated under regulation 34 (3) and Part E of schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is also published in this Annual Report as **Annexure- G**.

42) CEO/CFO CERTIFICATION

In terms of SEBI (LODR) Regulations, the Certificate signed by Mr. Mihir Shrenik Patwa, Chief Financial Officer of the Company, was placed before the Board of Directors along with Annual Financial Statement for the financial year ended March 31, 2025 at its meeting. The detailed certificate has been attached to this report as **Annexure-H**

43) BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

In terms of Regulation 34(2) of the SEBI Listing Regulations, 2015, as amended, and as per SEBI circulars issued from time to time, the Company has included Business Responsibility and Sustainability Report ("BRSR") for the Financial Year 2025-2026 in the prescribed format as part of this Annual Report.

44) OTHER DISCLOSURES

The Company does not have any Employees Stock Option Scheme in force and hence particulars are not furnished, as the same are not applicable. No proceedings against the Company are initiated or pending under the Insolvency and Bankruptcy Code, 2016. The details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof – Not Applicable.

45) POLICIES

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

46) COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS

Your Directors hereby confirm that the Company has complied with all the applicable provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI)

47) ENHANCING SHAREHOLDER VALUE

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

48) DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

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

49) ACKNOWLEDGEMENTS

The Board places on record its deep appreciation to all employees for their hard work, dedication, unstinted efforts and commitment. The Board places on record its appreciation for the support and cooperation the Company has been receiving from its customers, suppliers and Bankers. The Board also take this opportunity to thank all Shareholders, Investors, Business Associates, Government and Regulatory Authorities and Stock Exchange, for their continued support.

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

By order of the Board
For Rajnish Wellness Limited

Sd/-
Mr. Rajnishkumar Surendraprasad Singh
Chairman & Managing Director
DIN: 07192704

Date: 31/08/2026
Place: Mumbai

ANNEXURE A TO THE DIRECTORS' REPORT

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

A	Conservation Of Energy	
	Steps taken or impact on conservation of energy.	• Reduced power consumption in compressed air system with the introduction of intelligent flow controller. • Improved pumping efficiency at various locations by installation of energy efficient pumping system. • Replacement of old inefficient brine compressor with energy efficiency compressor and improved Chiller Performance (ikw/TR) • Reduced power consumption in refrigeration system with the use of automatic tube cleaning system. • Use of Dry vacuum pump in place of steam ejectors. • Steam consumption at MEE reduced by utilizing waste heat for preheating MEE feed. • Synchronization of DG to reduced diesel consumption. • Utilization of flash steam for hot water generation • Utilization of VFD in Compressed air system. Improved efficiency in plant lighting.
	Steps taken by the company for utilizing alternate sources of energy.	• Company has planning to go for Green Energy initiative for utilization of alternate source of energy. • Company is Planning to Install solar Rooftop For its partial power requirement.

	Capital investment on energy conservation equipment.	NIL

B	**Technology Absorption**	
	Efforts made towards technology absorption.	• The Company continues to invest in Latest Technology Absorption: • This spending is directed at developing complex products, specialty products, generic products, and API technologies. • Process optimization based on Quality by Design (QbD) concept and robustness by six sigma calculation have been implemented for wide range of products with the objective to Reduced cost and increase in-process capability.
	Benefits derived like product improvement, cost reduction, product development or import substitution.	• Offers complete basket of products under chronic therapeutic classes. Many Products are in pipeline for Future Introduction in India, emerging market as well. • Not Dependent on imported technology, can make high-end products available at competitive prices by using indigenously developed manufacturing Processes and formulation technologies. • Clinical Studies of some products (complex and difficult to formulate) have been carried out at our in-house clinical pharmacology units. This has helped to maintain R&D quality and Regulatory compliances with significantly reduced cost.
	In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year)- • Details of technology imported.	Not Applicable

	• Year of import. • Whether the technology has been fully absorbed. • If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and • Expenditure incurred on research & development.	

C	**Foreign Exchange Earnings & Outgo**	Amount	
		2025-2026	2024-2025
	Foreign Exchange Earnings in terms of actual inflows	Nil	Nil
	Foreign Exchange Outgo in terms of actual outflows.	Nil	Nil
	Foreign Travelling	Nil	Nil

By order of the Board
For Rajnish Wellness Limited

Sd/-
Mr. Rajnishkumar Surendraprasad Singh
Chairman & Managing Director
DIN: 07192704

Date: 31/08/2026
Place: Mumbai

ANNEXURE B OF DIRECTORS' REPORT

FORM No. AOC -2

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

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

1) **Details of contracts or arrangements or transactions not at arm's length basis: NIL**
2) **Details of material contracts or arrangement or transactions at arm's length basis: NIL**

By order of the Board
For Rajnish Wellness Limited

Sd/-
Mr. Rajnishkumar S. Singh
Chairman & Managing Director
DIN: 07192704

Date: 31/08/2026
Place: Mumbai

ANNEXURE C OF DIRECTORS' REPORT

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,

The Members
Rajnish Wellness Limited
Shop No. 22, Neo Corporate Co.-Op. Premises Soc. Ltd.,
Ramchandra Lane Extension Road,
Kachpada, Malad West, Mumbai 400064

We have examined the relevant registers, records, forms, returns, and disclosures received from the Directors of Rajnish Wellness Limited (hereinafter referred to as 'the Company') having CIN-L52100MH2015PLC265526 and having registered office at Shop No. 22, Cabin Neo CHSL, Ramchandra Lane, Extension Road, Kachpada, Malad (West), Mumbai- 400064, Maharashtra, India, provided to us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C sub clause 10(i) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment
1	Rajnishkumar Surendraprasad Singh	07192704	13/06/2015
2	Monam Kapoor	09278005	10/02/2022
3	Preeti Garg	09662113	07/09/2022
4	Swati Jain	09436199	09/05/2023
5	Saloni Mehra	10062907	09/05/2023

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

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

For **HSPN & ASSOCIATES LLP**
Company Secretaries

Sd/-
Kunal Sakpal
Designated Partner
ACS No.: 75123
COP No.: 27860
ICSI UDIN: A075123H001314097
Peer Review No.: 6305/2024

Date: 31/08/2026
Place: Mumbai

ANNEXURE D OF DIRECTOR'S REPORT

MEDIAN REMUNERATION

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

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

Name of the directors	Ratio to median remuneration
Non-executive directors	
Mrs. Preeti Garg	
Mrs. Monam Kapoor	-
Mrs. Swati Jain	-
Mrs. Saloni Mehra	-
Executive directors	
Mr. Rajnishkumar S. Singh	22.80

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

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% Increase in remuneration in the financial year
Mr. Rajnishkumar S. Singh – Managing Director	NIL
Ms. Anupma Kashyap - Company Secretary	8.52%
Mr. Mihir Shrenik Patwa - CFO	11.57%

c) **The median remuneration of employees in the financial year:** Rs. 7.20

d) **The number of permanent employees on the rolls of Company: 19 employees**

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

The average annual increase was around: NIL

Increase in the managerial remuneration for the year was: NIL

f) **Affirmation that the remuneration is as per the remuneration policy of the Company:** It is hereby affirmed that the remuneration paid is as per the Policy for Remuneration of the Directors, Key Managerial Personnel and other Employees. The Policy is available on the Company's website at **www.rajnishwellness.com**

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

ANNEXURE E TO THE DIRECTORS' REPORT

FORM No. MR-3

SECRETARIAL AUDIT REPORT

For the financial year ended 31st March, 2026

[Pursuant to regulation 24A of SEBI (LODR) 2015 and section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

Rajnish Wellness Limited
Shop No. 22, Neo Corporate Co.-Op. Premises Soc. Ltd.,
Ramchandra Lane Extension Road,
Kachpada, Malad West, Mumbai 400064

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

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31st March, 2026, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the year ended on 31st March, 2026 to the extent applicable to the provisions of:

The Companies Act, 2013 (the Act) and the rules made thereunder.

The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder.

The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.

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.

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable to the Company:

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

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

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

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

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

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: ***Not Applicable to the Company during the period under review*** and

The Management has identified and confirmed the following applicable Acts, Laws and Regulations specifically applicable to the Company being the Company is into the business of pharmaceuticals sector:

a. The Shops and Establishments Act

b. The Drugs and Cosmetics Act, 1940

c. The Drugs and Cosmetics Rules, 1945

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

a. Secretarial Standards issued by the Institute of Company Secretaries of India and
b. The Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") Except Regulation 43A of SEBI (LODR) 2015.

We further report that:

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

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

We 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.

We further report that during the audit period:

I. During the year under review, the Company had conducted following postal ballots for increase in authorised capital of the Company:

The Board of Directors at its meeting held on 16th May, 2025 approved Increase in the Authorised Share Capital of the Company from the existing Rs.100,00,00,000/- (Rupees One Hundred Crores Only) divided into 100,00,00,000 (One Hundred Crores) Equity Shares of Rs.1/- each to Rs.130,00,00,000/- (Rupees One Hundred Thirty Crores Only) divided into 130,00,00,000 (One Hundred Thirty Crores) Equity Shares of Rs.1/- each, and consequent alteration of Clause V of the Memorandum of Association of the Company relating to the Share Capital. The aforesaid proposal was subsequently approved by the shareholders through Postal Ballot, and the results thereof were declared on 18th June, 2025.

II. Further, the Company allotted shares through Right issue in the following manner:

Sr. No.	**Date of allotment**	**No. of equity shares allotted under Right issue**
1	20/08/2025	24,68,73,025

III. On 2nd September, 2025, the Company shifted its registered office from Plot No. 24, ABCD, Govt. Industrial Estate, Charkop, Kandivali West, Mumbai- 400067 to Shop No. 22, Neo Corporate Co-op Premises Soc Ltd., Ramchandra Lane, Extension Road, Kachpada, Malad West, Mumbai- 400064.

IV. We further report that During the year under review following Ordinary resolution were passed in Annual General Meeting:

a) Ratification of Related Party Transaction

b) Approval of Related Party Transactions up to Rs. 10 crores

c) Approval of transactions with the company's related parties

d) Appointment M/s. HSPN & Associates LLP, Practicing Company Secretaries as Secretarial auditors for the period of five years

For **HSPN & ASSOCIATES LLP**
Company Secretaries

Sd/-
Kunal Sakpal
Designated Partner

ACS No.: 75123
COP No.: 27860
ICSI UDIN: A075123H001314493
Peer Review No.: 6305/2024

Date: 31/08/2026
Place: Mumbai

ANNEXURE – F TO SECRETARIAL AUDIT REPORT

To,

The members

Rajnish Wellness Limited
Shop No. 22, Neo Corporate Co.-Op. Premises Soc. Ltd.,
Ramchandra Lane Extension Road,
Kachpada, Malad West, Mumbai 400064

Our Secretarial Audit Report of even date is to be read with this letter.

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

For **HSPN & ASSOCIATES LLP**
Company Secretaries

Sd/-
Kunal Sakpal
Designated Partner
ACS No.: 75123
COP No.: 27860
ICSI UDIN: A075123H001314493
Peer Review No.: 6305/2024

Date: 31/08/2026
Place: Mumbai

ANNEXURE G TO THE DIRECTORS' REPORT

MANAGEMENT DISCUSSION AND ANALYSIS

1. Industry Overview

The wellness and healthcare industry continues to present significant opportunities, driven by increasing consumer awareness, changing lifestyles, preventive healthcare practices and growing demand for wellness-oriented products and services. At the same time, the sector remains competitive and is influenced by consumer preferences, pricing pressures, regulatory requirements and the increasing adoption of digital and e-commerce channels.

Against this backdrop, Rajnish Wellness Limited continued to focus on its business operations while seeking opportunities to strengthen revenue generation, improve operational efficiency and build a sustainable platform for future growth.

2. Business Performance

During FY2025-2026, the Company recorded Revenue from Operations of ₹14,175.23 lakh, equivalent to approximately ₹141.75 crore. Other income stood at ₹82.39 lakh, resulting in Total Income of ₹14,257.62 lakh, or approximately ₹142.58 crore.

The Company continued to operate in a challenging and competitive business environment. While the scale of operations remained significant, profitability was affected by the Company's overall cost structure, particularly purchases of stock-in-trade and other operating expenses.

Management's focus remains on improving the quality and sustainability of revenues, optimizing costs and strengthening operating efficiencies.

3. Financial Performance

The Company's financial performance for FY2025-2026 is summarized below:

Particulars	**FY2025-2026 (₹ lakh)**
Revenue from Operations	14,175.23
Other Income	82.39
Total Income	14,257.62
Purchases of Stock-in-Trade	14,116.93
Changes in Inventories of Movies & Theatrical Rights	(327.97)
Employee Benefits Expense	172.18
Finance Costs	0.46
Depreciation & Amortization	1.95
Other Expenses	1,135.46

Total Expenses	15,099.00
Loss Before Tax	(841.38)
Deferred Tax Credit	212.66
Loss After Tax	(628.72)

The Company reported a loss before tax of ₹841.38 lakh, compared with total income of ₹14,257.62 lakh. After recognition of a deferred tax credit of ₹212.66 lakh, the loss for the period stood at ₹628.72 lakh, equivalent to approximately ₹6.29 crore.

The loss during the year indicates continued pressure on operating profitability. Management recognizes the need to improve margins and strengthen the relationship between revenue growth and profitability.

4. Analysis of Major Cost Components

Purchases of Stock-in-Trade:

Purchases of stock-in-trade amounted to ₹14,116.93 lakh, representing the largest component of the Company's expenditure. The relatively high level of procurement costs places considerable pressure on gross margins. Management will continue to evaluate procurement efficiency, product mix, pricing and supplier relationships with a view to improving contribution margins.

Changes in Inventories:

The Company recorded a negative inventory adjustment of ₹327.97 lakh in respect of movies and theatrical rights. The movement in inventory reflects the accounting impact of changes in the carrying value and utilization of such rights during the year. Effective management of inventory and rights-related assets remains important for improving working-capital efficiency.

Employee Benefits Expense:

Employee benefits expense stood at ₹172.18 lakh. The Company continues to focus on maintaining an efficient organizational structure while ensuring that the business has the appropriate capabilities to support its operations and future growth.

Other Expenses:

Other expenses amounted to ₹1,135.46 lakh, making it another significant component of the Company's overall cost structure. Management will continue to review these expenses and identify opportunities for rationalization and improved operating efficiency.

Finance Costs:

Finance costs were limited to ₹0.46 lakh, indicating that interest costs did not constitute a significant contributor to the Company's loss during the year.

Depreciation and Amortization:

Depreciation and amortization expense amounted to ₹1.95 lakh, representing a relatively small component of total expenditure.

5. Profitability

The Company reported a loss before tax of ₹8.41 crore during FY2025-2026. The principal challenge remains the Company's ability to generate sufficient operating contribution after meeting procurement and other operating expenses.

The deferred tax credit of ₹2.13 crore partially reduced the reported loss, resulting in a net loss of ₹6.29 crore for the year.

Management's priority is therefore to improve underlying operating profitability rather than relying on non-operating or tax-related items to improve the reported bottom line.

6. Operational Focus

During the year, management continued to focus on maintaining business operations and identifying opportunities for improvement in revenue generation and operational efficiency.

a) Going forward, the Company intends to focus on:

b) Improving gross and operating margins.

c) Optimizing procurement and inventory management.

d) Reviewing the product and business mix.

e) Controlling discretionary and administrative expenditure.

f) Improving working-capital efficiency.

g) Strengthening customer acquisition and retention.

h) Expanding appropriate digital and online channels.

i) Pursuing sustainable and profitable revenue growth.

7. Outlook

Management believes that the long-term outlook for the wellness and healthcare sector remains encouraging due to increasing health consciousness, preventive healthcare awareness and evolving consumer lifestyles.

However, the Company recognizes that industry growth alone does not guarantee profitability. The Company's near-term strategy will therefore emphasize profitable growth, cost optimization, margin improvement and stronger operational execution.

Management will continue to evaluate opportunities to expand its business while maintaining appropriate financial discipline.

8. Risks and Challenges

The Company remains exposed to several risks inherent to its business and the broader wellness and healthcare sector.

Key risks include:

- Competitive pressure: Increasing competition may affect pricing and margins.

- Procurement costs: Changes in product and input costs may adversely affect profitability.
- Inventory risk: Inefficient inventory management may result in working-capital pressures or losses.
- Consumer preferences: Rapid changes in consumer behavior require continuous adaptation.
- Regulatory environment: Changes in applicable laws and regulations may affect business operations.
- Market risk: Broader economic conditions and changes in consumer spending may influence demand.
- Reputation risk: Product quality and customer satisfaction are important to maintaining consumer confidence.

Management continues to monitor these risks and intends to strengthen appropriate operational and financial controls.

9. Internal Control and Risk Management

The Company maintains internal control systems intended to safeguard its assets, support accurate financial reporting and promote operational efficiency.

Management periodically reviews business processes and financial controls to identify areas for improvement. The Company remains committed to strengthening its control environment in line with the scale and complexity of its operations.

10. Human Resources

Human resources continue to be an important component of the Company's operations. Management recognizes the importance of maintaining an efficient, accountable and customer-focused workforce.

The Company will continue to focus on employee development, appropriate manpower deployment and creating an environment that supports responsible execution of its business objectives.

11. Future Strategy

The Company's strategy for the coming financial year is focused on strengthening the fundamentals of the business. Management intends to prioritize:

a) Revenue quality – improving the profitability and sustainability of revenue streams.

b) Margin enhancement – improving procurement, pricing and product mix.

c) Cost optimization – reviewing operating and administrative expenses.

d) Working-capital discipline – improving inventory and receivables management.

e) Digital expansion – leveraging digital channels where commercially viable.

f) Customer engagement – improving customer experience and retention.

g) Operational efficiency – creating a leaner and more scalable operating structure.

12. Management's Overall Assessment

FY2025-2026 was a challenging year for the Company from a profitability perspective. The Company generated total income of ₹142.58 crore, demonstrating a substantial operating scale; however, the Company incurred a loss before tax of ₹8.41 crore and a net loss of ₹6.29 crore.

The financial results highlight the need for greater focus on operating margins, procurement efficiency, expense management and profitable revenue generation.

Management remains committed to improving the Company's operational and financial performance. The focus going forward will be on strengthening the underlying business, improving cost efficiency, optimizing the business mix and pursuing sustainable growth.

The Company believes that disciplined execution and continued focus on operational efficiency will be critical to improving profitability and creating long-term value for its stakeholders.

Cautionary Statement

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

ANNEXURE H TO THE DIRECTORS' REPORT

CORPORATE GOVERNANCE REPORT

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

1) COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

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

2) BOARD OF DIRECTORS

The Board of Directors ('the Board') plays a crucial role in overseeing how the management serves the short and long-term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board.

The Directors of the Company are persons of integrity and bring to the Board a wide range of knowledge, experience, diversity of thought and skills. The Board effectively carries out its responsibilities like providing strategic guidance to the Company, code of conduct for the executives, disclosure of information about their concerns and interests, adherence to the Code of Conduct etc. and the Board applies high ethical standards and acts with due diligence, care and in the best interest of the Company and its stakeholders.

The Board of Directors are entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties.

All Independent Directors have given a declaration that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013 and Listing Regulations.

a) Composition of the Board of Directors and Category of Directors:

During the financial year ended 31st March, 2026, the Board of your Company had an appropriate mix of Executive, Non-Executive Directors and Independent Directors.

The composition of the Board represents an optimal mix of professionalism, knowledge and experience so as to enable the Board to discharge its responsibilities and provide effective leadership to the business. The Board's actions and decisions are aligned with the Company's best interests. In the opinion of the Board, all the Independent Directors are independent of the management and satisfy the criteria of independence as defined under the Companies Act, 2013 and Listing Regulations.

As on the date of the report, the Board of the Company comprises of five Directors out of which one is the Promoter and Managing Director, and three are Non-Executive- Independent Directors and one is Non-Executive- Non-Independent Director.

As on 31st March, 2026, the Board comprised of Five (5) Directors, as per following details:

Sr. No.	DIN	Name of the Director	Category of Directorship
1	07192704	Mr. Rajnishkumar S. Singh	Executive- Chairperson, Managing Director
2	09278005	Mrs. Monam Kapoor	Non-Executive- Independent Director
3	09662113	Mrs. Preeti Garg	Non-Executive- Independent Director
4	09436199	Mrs. Swati Jain	Non-Executive- Independent Director
5	10062907	Mrs. Saloni Mehra	Non-Executive-non-Independent Director

Note: During the year under review, no changes took place in the Composition of the Board.

None of the Directors on the Board hold Directorships in more than 7 (Seven) listed companies. Further, none of them is a member of more than 10 (Ten) committees (committees being Audit Committee and Stakeholders Relationship Committee) or Chairman of more than 5 (Five) committees across all the Indian public companies in which he/she is a director.

The Independent Directors do not have any material pecuniary relationship or transactions with the Company, Promoters or Management, which may affect their judgement in any manner. The Independent Directors, provide a confirmation to the effect that they meet the criteria of independence as defined under the Companies Act, 2013. None of the Independent Directors of the Company serve as an Independent Director in more than seven listed companies. All Directors are also in compliance with the limit on Independent Directorships of listed companies as prescribed under Regulation 17A of the SEBI Listing Regulations. The Board confirms that the Independent Directors fulfil the conditions specified in the SEBI Listing Regulations and that they are Independent of the management. Further, the Independent Directors have in terms of Section 150 of the Act read with rules framed thereunder, confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs ('IICA'). No person has been appointed or continues as an alternate director for an Independent Director of the Company.

The Board, on the recommendations of the Nomination and Remuneration Committee, considers the appointment and re-appointment of Directors.

Section 149 of the Companies Act, 2013, provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company and shall be eligible for re-appointment on passing of a special resolution by the shareholders of the Company. However, the Independent Directors shall not retire by rotation.

Section 152 of the Companies Act, 2013, states that one-third of the Board members other than Independent Directors who are subject to retire by rotation, shall retire every year and shall be eligible for re-appointment, if approved by the shareholders at the Annual General meeting.

In view of the above, Mr. Rajnishkumar Singh (DIN: 07192704), Executive and Non- Independent Director of the Company, retires by rotation at the forthcoming Annual General Meeting, and being eligible seeks re-appointment.

b) Attendance of each director at the meeting of the board of directors and the last Annual General Meeting:

Name of Director	Category of Directorship	No. of Board Meeting Attended	Attendance at AGM
Mr. Rajnishkumar S. Singh	Executive – Chairperson, Managing Director	7	Yes
Mrs. Monam Kapoor	Non-Executive – Independent Director	7	Yes
Mrs. Preeti Garg	Non-Executive – Independent Director	7	Yes
Mrs. Swati Jain	Non-Executive - Independent Director	7	Yes
Mrs. Saloni Mehra	Non-Executive - Non-Independent Director	7	Yes

c) **Number of other board of directors or committees in which a director is a member or chairperson:**

Sr. No.	Name of Director	*No. of other Directorship	No. of other Committee Membership in other companies	No. of other Committee chairpersonship in other companies
1	Mr. Rajnishkumar S. Singh	1	-	-
2	Mrs. Monam Kapoor	9	4	1
3	Mrs. Preeti Garg	6	4	2
4	Mrs. Swati Jain	7	2	1
5	Mrs. Saloni Mehra	8	6	2

**Directorship of only Public Limited and Listed Company has been considered.*

d) **Number of meetings of the board of directors held and dates on which held:**

During the year ended March 31, 2026, 7 (Seven) Meetings were held on below mentioned date:

Sr. No.	Date of Board Meeting
1	16th May, 2025
2	28th May, 2025
3	30th May, 2025
4	14th August, 2025
5	2nd September, 2025
6	14th November, 2025
7	7th February, 2026

The time gap between the two meetings was not more than 120 days. All the information required to be furnished to the Board was made available to them along with detailed Agenda notes. The details of attendance of directors during the financial year are as follow.

e) Disclosure of Relationships between Directors Inter-se:

Sr. No.	Name of Director & DIN Number	DIN	Inter-se Relationship between Directors
1	Mr. Rajnishkumar S. Singh, Executive-Chairperson, Managing Director	07192704	None
2	Mrs. Monam Kapoor, Non-Executive- Independent Director	09278005	None
3	Mrs. Preeti Garg, Non-Executive- Independent Director	09662113	None
4	Mrs. Swati Jain, Non-Executive- Independent Director	09436199	None
5	Mrs. Saloni Mehra, Non-Executive- Non-Independent Director	10062907	None

f) Details of number of shares and convertible instruments held by Non-Executive Directors:

Sr. No.	Name of Non-Executive Director	Equity Shares held	Convertible Instruments
1	Mrs. Monam Kapoor	-	N.A.
2	Mrs. Preeti Garg	-	N.A.
3	Mrs. Swati Jain	-	N.A.
4	Mrs. Saloni Mehra	-	N.A.

g) Induction and Familiarisation Program for Directors:

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

The details of familiarisation program can be accessed from the website: www.rajnishwellness.com

h) **Matrix setting out the skills/expertise/competence of the board of directors:**

In terms of the requirement of Listing Regulations, the Board has identified the following core skills/expertise/competencies of the Directors in the context of the Company's business for effective functioning.

Financial	Understands the organization's financial processes. Prepares, justifies, and administers the program budget. Oversees procurement and contracting to achieve desired results. Monitors expenditures and uses cost-benefit thinking to set priorities.
Leadership	Inspires and fosters team commitment, spirit, pride, and trust. Facilitates cooperation and motivates team members to accomplish group goals.
Technology	Keeps up-to-date on technological developments. Makes effective use of technology to achieve results. Ensures access to and security of technology systems.
Sales and Marketing	Experience in developing strategies to grow sales and market share, build brand awareness and enhance enterprise reputation.
Board service and governance	Service on a company board to develop insights about maintaining board and management accountability, protecting shareholder's interest and observing appropriate governances' practices.
Industry experience	Experience in and knowledge of the Manufacturing of Gears and Pinions Industry.
Communication	Communication can help team members to understand how their contributions benefit not only the team, but also the broader organization. In addition, a powerful communicator can create productive connections with other departments, making the organization stronger as a whole.

The necessary details of Directors associated with the Company as at 31st March, 2026 are as follows:

Skills / Expertise / Competencies	**Rajnishkumar Singh**	**Monam Kapoor**	**Preeti Garg**	**Swati Jain**	**Saloni Mehra**
Financial	-	✓	✓	✓	✓
Leadership	✓	✓	✓	✓	✓

Technology	✓	✓	✓	✓	✓
Sales and Marketing	✓	✓	-	-	✓
Board service and governance	✓	✓	✓	✓	✓
Industry experience	✓	✓	✓	✓	✓
Communication	✓	✓	✓	✓	✓

i) **Confirmation that in the opinion of the board, the independent directors fulfil the conditions specified in these regulations and are independent of the management:**

Our Independent Directors meet the criteria of Independence as per Section 149(6) of Companies Act, 2013 and Regulation 16 of Listing Regulations. The Independent Directors provide an annual confirmation that they meet the criteria of independence. The Board confirms that all the Independent Directors fulfil the conditions as specified under Schedule V of Listing Regulations and are Independent of the management.

j) **Detailed reasons for the resignation of an Independent Director:**

No resignation was received during the financial year under review.

3) COMMITTEES OF THE BOARD AND ITS COMPOSITION

AUDIT COMMITTEE

a) ***Brief description and terms of reference:***

The terms and composition of the Audit Committee formulated by the Board are as per the guidelines set out in the Listing Regulations read with Section 177 of the Companies Act, 2013. The Audit Committee as on the date of the report comprises of 2 Non-Executive Independent Directors & 1 Executive Director.

The responsibilities and terms of reference of the Audit Committee interiliac includes overseeing the financial reporting process and the disclosure of its financial information to ensure financial statement is correct, sufficient and credible; recommending appointment, remuneration and terms of appointment of Auditors and approving payment for any other services rendered by the Statutory Auditors; reviewing the Annual Financial Statements and Auditors' Report before submission to the Board; reviewing the Quarterly Financial Statements before submission to the Board; approval or any subsequent modification of transactions with related parties; evaluation of internal financial controls and risk management systems; reviewing adequacy of internal audit function; reviewing functioning of Whistle Blower Mechanism and such other responsibilities as set out in Section 177 of the Companies Act, 2013 and Regulation 18 read with Part C, Schedule II of the Listing Regulations.

In addition to the above, the Audit Committee mandatorily reviews the information as required under Part C, Schedule II of the Listing Regulations.

i) ***Composition, Name of Members and Chairperson:***

Name of the Member	Category of Directorship	Designation
Mrs. Preeti Garg	Non-Executive - Independent Director	Chairperson
Mrs. Monam Kapoor	Non-Executive - Independent Director	Member
Mr. Rajnishkumar Singh	Executive Director	Member

ii) Meetings and attendance during the Year 2025-2026:

During Financial Year 2025-2026, Five (5) Audit Committee meetings were held. The meetings were held on 30th May, 2025, 14th August 2025, 2nd September, 2025,14th November, 2025, and 7th February, 2026 and the details of attendance of the directors in such meetings are as follows:

Sr. No.	Member/Chairpersons Name	No. of Meetings attended
1	Mrs. Preeti Garg	5
2	Mrs. Monam Kapoor	5
3	Mr. Rajnishkumar S. Singh	5

The necessary quorum was present at all the meetings.

iii) NOMINATION AND REMUNERATION COMMITTEE

a) Brief description and terms of reference:

The Committee's composition and terms of reference are as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 read with Part D, Schedule II of the Listing Regulations.

The Nomination and Remuneration Committee as on the date of the report comprises of 3 Non-Executive Independent Directors

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

1) Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

2) Devising a policy on Board diversity.

3) Formulation of criteria for evaluation of performance of independent directors and the board of directors.

4) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal and

5) Whether to extend or continue the term of appointment of the appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

Remuneration Policy

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

Remuneration of Directors

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

Performance evaluation criteria for Independent Directors:

Independent Directors have three key roles to play those are:

- Governance
- Control
- Guidance

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

- The qualification and experience of Independent Directors.
- The groundwork the Independent Directors perform before attending the meetings to enable them to give valuable input during meetings.
- The exposure of Independent Directors to different areas of risks the entity faces and advices from them to mitigate the same.
- In line with the Corporate Governance guidelines, evaluation of all Board members is done on an annual basis. This evaluation is done by the entire Board led by the Chairman with specific focus on the performance and effective functioning of the Board, the Committees of the Board, the individual directors and the same is reported to the Board. The evaluation process also considers the time spent

by each of the Board members, core competencies, personal characteristics, accomplishment of specific responsibilities and expertise.

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

a) ***Composition, Name of Members and Chairperson:***

Name of the Member	Category of Directorship	Designation
Mrs. Preeti Garg	Non-Executive - Independent Director	Chairperson
Mrs. Monam Kapoor	Non-Executive - Independent Director	Member
Mrs. Saloni Mehra	Non-Executive-Non-Independent Director	Member

b) ***Meetings and attendance during the Year 2025-2026:***

During Financial Year 2025-2026, One (1) meeting of the Nomination and Remuneration Committee was held. The meeting was held on 7th February, 2026 and the details of attendance of the directors in such meetings are as follows:

Sr. No.	Member's Name	No. of Meetings attended
1	Mrs. Preeti Garg	1
2	Mrs. Monam Kapoor	1
3	Mrs. Saloni Mehra	1

The necessary quorum was present at all the meetings.

iv) STAKEHOLDERS' RELATIONSHIP COMMITTEE

a) ***Brief description and terms of reference:***

The Committee's composition and terms of reference are as per the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 read with Part D, Schedule II of the Listing Regulations. The Committee is entrusted with the following roles and responsibilities:

1) Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of Annual Report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

2) Review of measures taken for effective exercise of voting rights by shareholders.

3) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.

4) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/Annual Reports/ statutory notices by the shareholders of the Company.

a) ***Composition, Name of Members and Chairperson:***

Name of the Member	**Category of Directorship**	**Designation**
Mrs. Preeti Garg	Non-Executive- Independent Director	Chairperson
Mrs. Monam Kapoor	Non-Executive - Independent Director	Member
Mrs. Saloni Mehra	Non-Executive-Non-Independent Director	Member

b) ***Meetings and attendance during the Year 2025-2026:***

During Financial Year 2025-2026, One (1) meeting of the Stakeholders' Relationship Committee was held on 7th February, 2026. The details of attendance of the directors in such meetings are as follows:

Sr No.	**Member's Name**	**No. of Meetings attended**
1	Mrs. Preeti Garg	1
2	Mrs. Monam Kapoor	1
3	Mrs. Saloni Mehra	1

The necessary quorum was present at all the meetings. The Chairperson of the Committee is Ms. Preeti Garg, Non-Executive - Independent Director.

Ms. Anupma Kashyap is designated as the Company Secretary & Compliance Officer of the Company.

The details of shareholders' complaints received during the financial year 2025-2026 are as follows:

Opening Balance	**Received during the year**	**Resolved during the year**	**Closing Balance**
NIL	NIL	NIL	NIL

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

RISK MANAGEMENT COMMITTEE

a) *Brief description and terms of reference:*

The Board of Directors of the Company formulated a Risk Management Committee under Regulation 21 of the SEBI Listing Regulations, 2015 to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for monitoring and reviewing the risk management plan and ensuring its effectiveness. The Risk Management Committee was duly constituted w.e.f. 29th August, 2023. The Risk Management Committee as on the date of the report comprises of 1 Executive Directors and 2 Non-Executive Independent Directors.

The terms of reference or Role of the Risk Management Committee are as follows:

1) Formulation of the risk management policy;

2) Ensuring that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

3) Monitoring and overseeing implementation of the risk management policy, including evaluating the adequacy of risk management systems;

4) Periodically reviewing the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

5) Keeping the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken.

a) Composition, Name of Members and Chairperson:

Name of the Member	Category of Directorship	Designation
Mr. Rajnishkumar Singh	Executive Director	Chairperson
Mrs. Preeti Garg	Non-Executive - Independent Director	Member
Mrs. Monam Kapoor	Non-Executive - Independent Director	Member

b) Meetings and attendance during the Year 2025-2026:

During Financial Year 2025-2026, two (2) meeting of the Risk Management Committee were held on 7th February, 2026 and 30th March, 2026. The details of attendance of the directors in such meetings are as follows:

Sr. No.	Member's Name	No. of Meetings attended
1	Mrs. Preeti Garg	2
2	Mrs. Monam Kapoor	2
3	Mrs. Saloni Mehra	2

The necessary quorum was present at all the meetings.

The Risk Management Policy of the Company as formulated and recommended by the Risk Management Committee and approved by the Board of Directors may be accessed at the Company's website at www.rajnishwellness.com.

4) PARTICULARS OF SENIOR MANAGEMENT AND CHANGES THEREOF

As at 31st March, 2026, the following personnel forms part of the Senior Management of the Company:

Sr. No.	Name	Designation
1	Mr. Mihir Shrenik Patwa	Chief Financial Officer
2	Ms. Anupma Kashyap	Company Secretary & Compliance Officer

5) GENERAL BODY MEETINGS/POSTAL BALLOT

a) The date and time of Annual General Meetings held during last three years:

Financial Year	Date of AGM	Time	Venue	Special Resolution Passed
2024-2025	30/09/2025	12:30 P.M.	Held through Video-Conference, Registered office was the deemed venue.	No
2023-2024	24/09/2024	12:30 P.M.		Yes 1) Approval for creating charges, mortgages, hypothecation on the movable and immovable properties of the Company under Section 180 (1) (a) of

				Companies Act, 2013 2) Approval for increase in borrowing limits in excess of limits specified under section 180 (1) (c) of companies act, 2013
2022-2023	25/09/2023	10:00 A.M		Yes 1) To consider re-appointment of Mr. Rajnishkumar Surendraprasad Singh (DIN: 07192704) as the Managing Director of the Company

b) Special Resolution passed by the way of Postal Ballot during the financial year 2025-2026:

During the year, the Company has passed Resolution through Postal Ballot as below:

The Company has passed following Special resolutions through Postal Ballot concluded on 18th June, 2025 during the financial year under review (i.e. 1st April, 2025 to 31st March, 2026)

Date of Postal Ballot	Details of special resolution passed	Details of Voting Pattern					Voting Results
		Votes-Favour	% in Favour	Votes-Against	% in Against	Total Invalid Votes	
16th May, 2025	Increase in authorised share capital and consequent alteration to the capital clause of the Memorandum of Association	63583020	99.99	63,791	0.0001	0	Passed

Mr. Kunal Sakpal, Practicing Company Secretary (ACS No. 75123 and COP No. 27860), Designated Partner of HSPN & ASSOCIATES LLP, Practicing Company Secretaries, was appointed as Scrutinizer for conducting scrutiny of the entire postal ballot e-voting process

c) Special Resolution to be passed through Postal Ballot as on the date of this report:

During the year, the Company has not passed Special Resolution through Postal Ballot as on the date of this report.

6) MEANS OF COMMUNICATION:

Your Company follows a robust process of communicating with its stakeholders and investors through multiple channels of communications such as dissemination of information on the website of the Company and Stock Exchange, Press Releases, Annual Reports etc. The Quarterly/Half Yearly Financial Results are submitted with the Stock Exchange viz. BSE Limited (BSE) and are also published in Active Times (English Edition) and Mumbai Lakshadeep (Marathi Edition) as required by the Listing Regulations. The results are promptly updated on the Company's website and the up-to-date results can be accessed at **www.rajnishwellness.com**

7) GENERAL SHAREHOLDER INFORMATION

Financial Year	2025-2026
Listing details	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 Scrip Code: 541601
ISIN	INE685Z01033
Listing Fees	Paid
Listing on Stock Exchanges outside India	Not listed
Registered office of the Company	Shop No. 22, Neo Corporate Co.-Op. Premises Soc. Ltd., Ramchandra Lane Extension Road, Kachpada, Malad West Mumbai 400064 (w.e.f. 02nd September, 2025)
Registrar & Share Transfer Agent	Bigshare Services Private Limited E/2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri East Mumbai- 400072

	Website: www.rajnishwellness.com Email: info@rajnishwellness.com
Annual General Meeting	26th September 2026 at 11.30 p.m. Pursuant to the Ministry of Corporate Affairs (“MCA”) General Circulars dated September 25, 2023, May 05, 2022, and May 05, 2020 and other relevant Circulars and Circular dated October 07, 2023 issued by SEBI, the 11th Annual General Meeting of the Company is being conducted through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) and hence physical attendance of the Members to the AGM venue is not required. The deemed venue for the AGM shall be the Registered Office of the Company.
Date of Book Closure	20th September, 2026 to 26th September, 2026
Payment of Dividend	No Dividend is proposed to be paid for the financial year 2025-2026.

a) **The securities of the Company are actively traded on BSE Ltd. and not suspended from trading.**

b) **Registrar to an issue and Share Transfer Agent:**

The Company has appointed M/s. Bigshare Services Pvt Ltd for processing and approving the transfer of shares.

Their contact details are as follows:

Bigshare Services Pvt Ltd

Office No. S6-2, 6th Floor, Pinnacle Business Park,

next to Ahura Center, Mahakali Caves Road,

Andheri (East) Mumbai: 400093

SEBI Reg No: INR000001385

Tel: 022 6263 8200

Email: info@bigshareonline.com

Fax: +9122 6263 8299

c) **Share Transfer System**

The shares in de-materialized form are processed and transferred within 15 days from receipt of de-materialization requests.

d) **Distribution of shareholding as on 31st March, 2026**

Sr. No.	Category (Shares)	No. of shareholders	% of shareholders	Total Number of shares	Amount in Rs.	% to Equity
1	1-5000	142731	87.3993	103720499	103720499	10.2153
2	5001-10000	8484	5.1951	64347389	64347389	6.3375
3	10001-20000	5302	3.2466	77032345	77032345	7.5868
4	20001-30000	2174	1.3312	54223409	54223409	5.3404
5	30001-40000	982	0.6013	34478369	34478369	3.3957
6	40001-50000	804	0.4923	37285765	37285765	3.6722
7	50001-100000	1552	0.9503	114574934	114574934	11.2843
8	100001-99999999999999	1280	0.7838	529684975	529684975	52.1678
TOTAL		**163309**	**100**	**1015347685**	**1015347685**	**100**

e) **De-materialization of shares**

As on 31st March, 2026, 99.99% of the Company's total shares representing 1015289285 shares were held in de-materialized form & the balance 0.01% representing 58400 shares in physical form. The Company has liquidity in trading due to majority of shares are in Demat mode. The details are given below:

Type	No. of Shares	% Shareholding
De-materialized shares With NSDL	305468388	30.08
With CDSL	709820897	69.91
Total Demat shares	**1015289285**	**99.99**
Physical shares	**58400**	**0.01**
Total	**1015347685**	**100.00**

f) **Outstanding Global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity**

Not applicable to the Company.

g) **Plant location**

Since the Company is not engaged in manufacturing activities, it does not have any plant

h) **Address for Correspondence**

Shop No. 22, Neo Corporate Co-Op. Premises Soc. Ltd., Ramchandra Lane, Extension Road, Kachpada, Malad West, Mumbai-400064.

Email: info@rajnishwellness.com

Tel: 022-23065555

Website: www.rajnishwellness.com

i) **Commodity price risk and commodity hedging activities**

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

j) **Credit Rating**

The Company has not issued any debt instruments, and there is no active scheme involving mobilization of funds as on date of this Report. Further, the Company has not obtained any Credit Rating during the year under review.

8) OTHER DISCLOSURES

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

During the year under review, besides the transactions reported the financial statements for the year ended 31st March, 2026 in the Annual Report, there were no other material related party transactions of the Company with the related parties that may have a potential conflict with the interest of the Company at large. All related party transactions are placed before the Audit Committee periodically and placed for Board's information, if required. Further there are no material individual transactions that are not in normal course of business or not on an arm's length basis.

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

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

1) The Company paid Fine of Rs. 5,900 to BSE for Regulation 23 (9) non-compliance with the requirement to disclose related party transactions in the format as specified and within the prescribed timeline to this report for the half year ended 31st March, 2026.

2) The Company paid a penalty of Rs. 29,500 to BSE for non-compliance of Regulation 43A of SEBI LODR, 2015 i.e. Non-Disclosure of Dividend Distribution Policy in the Annual Report and on the website of the Company.

3) The Company paid a penalty of Rs. 1,82,000 to BSE for non-compliance of Regulation 21(2) of SEBI LODR, 2015 i.e., constitution of Risk Management Committee by the Company during the F.Y. 2023-2024.

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

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

d) Compliance with the Discretionary Requirements under Regulation 27 read with Part E of Schedule II

The Board of Directors periodically reviews the compliance of all practicable laws and steps taken by the Company to rectify instances of non-compliance, if any. In addition, the Company has also adopted the non-mandatory requirement of Listing Regulations as on 31st March, 2026, whereby Internal Auditor of the Company directly reports to the Audit Committee on functional matters.

e) Web link where policy for determining 'material' subsidiaries is disclosed

The Company does not have any material Subsidiary and therefore is not required to formulate a policy for determining Material Subsidiary.

f) Weblink for policy on dealing with Related Party Transactions

The policy on related party Transactions is available on the website of the Company at www.rajnishwellness.com

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

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

h) Fees Paid to the Statutory Auditors:

Total fees for all services paid by the Company to Statutory auditors of the Company and other firms in the network entity of which the statutory auditors are a part, during the year ended 31st March, 2026 is Rs. 1,24,000/-.

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

Number of complaints filed during the financial year	Number of complaints disposed of during the financial year	Number of complaints pending as on end of the financial year
NIL	NIL	NIL

j) Certificate from a Practicing Company Secretary in practice that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of Companies by the Board/Ministry of Corporate Affairs or any such statutory Authority – Enclosed below

k) Details of material subsidiaries of the listed entity including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries

The Company does not have material Subsidiary.

l) Discretionary Requirements

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

m) Declaration signed by the Managing Director stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management.

All the Directors and Senior Management Executives of the Company have affirmed compliance with the Code of Conduct for Directors and Senior Management Executives of the Company as applicable to them for the year ended 31st March, 2026. A declaration on compliance with the Code of Conduct, duly signed by Mr. Rajnish Kumar S. Singh, Managing Director of the Company, enclosed below.

n) CEO/CFO Certification:

The Chief Executive Officer (CEO) and Chief Financial Officer (CFO) have issued certificate pursuant to the provisions of Regulation 17(8) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed to Annual Report.

o) Compliance certificate from either the auditors or practicing company secretaries regarding compliance of conditions of corporate governance shall be annexed with the directors' report.

A Certificate regarding compliance of conditions of Corporate Governance issued by HSPN & Associates LLP, Practicing Company Secretaries is enclosed to this Report.

p) Disclosures with respect to demat suspense account/ unclaimed suspense account

During the year under review, there were no shares in Demat Suspense Account or Unclaimed Suspense Account of the company; hence no disclosure is required to be made in this regard.

q) Annual Secretarial Compliance Report

The Company has undertaken a Secretarial audit for the financial year 2025 -2026 under section 204 of the Companies Act, 2013 which is inclusive of compliances as per Securities and Exchange Board of India Regulations and Circulars/Guidelines issued thereunder. However, the provision of submitting the Annual Secretarial Compliance Report to the stock exchanges within 60 days of the end of the financial year was not applicable to the Company.

r) Management Discussion and Analysis

A statement of Management Discussion and Analysis is appearing elsewhere in this Annual Report in terms of the requirement of the Code of Corporate Governance.

s) Prevention Of Insider Trading

In order to regulate trading in securities of the Company by the Directors and designated employees, your Company has adopted a policy on UPSI Code of Conduct for trading in listed or proposed to be listed securities of your Company which has also been published on the website of the Company at www.rajnishwellness.com. Insider Trading Code prevents misuse of unpublished price sensitive information and it also provides for periodical disclosures and obtaining pre-clearance for trading in securities of your Company by the Directors, Designated Employees and Connected Persons of your Company.

t) Policy On Dividend Distribution

Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) mandates the top 1,000 listed entities by market capitalization to formulate a dividend distribution policy. However, the company has disclosed the same on website of the company.

u) Internal Control Systems

The Company has both external and internal audit systems in place. Auditors have access to all records and information of the Company. The Board recognizes the work of the auditors as an independent check on the information received from the management on the operations and performance of the

Company. The Board and the management periodically review the findings and recommendations of the statutory and internal auditors and takes corrective actions, whenever necessary.

v) INTERNAL CONTROLS

The Company maintains a system of internal controls designed to provide reasonable assurance regarding:

- Effectiveness and efficiency of operations.
- Adequacy of safeguards for assets.
- Reliability of financial controls.
- Compliance with applicable laws and regulations.

w) STATUTORY AUDIT

For F.Y. 2025-2026, M/s. Motilal & Associates LLP, Chartered Accountants (Firm Registration No. 106584W/W100751), audited the financial statements prepared under the Indian Accounting Standards.

The Independent Statutory Auditor's render an opinion regarding the fair presentation in the financial statements of the Company's financial condition and operating results. Their audits are made in accordance with generally accepted auditing standards and include a review of the internal controls, to the extent necessary, to determine the audit procedures required to support their opinion.

x) Disclosure of certain types of agreements binding listed entities

No such Agreements.

y) Compliance with the Code of Conduct and Ethics

In accordance with Regulation 17(5)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and Senior Management Personnel of the Company have confirmed compliance with the Code of Business Conduct and Ethics for the financial year ended 31st March, 2026.

For Rajnish Wellness Limited

Sd/-
Mr. Rajnishkumar S. Singh
Chairman & Managing Director
DIN: 07192704

Date: 31/08/2026
Place: Mumbai

Annexure 1

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

To,

The Members,

Rajnish Wellness Limited
Shop No. 22, Neo Corporate Co.-Op. Premises Soc. Ltd.,
Ramchandra Lane Extension Road,
Kanchpada, Malad West Mumbai 400064

1. The Corporate Governance Report prepared by **Rajnish Wellness Limited ("the Company")**, for the year ended 31st March, 2026, contains details as stipulated in Regulations 17 to 27 and Para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time-to-time ("the Listing Regulations") ('applicable criteria') with respect to Corporate Governance for the year ended 31st March, 2026. This certificate is required by the Company for annual submission to the Stock exchange and to be sent to the Shareholders of the Company.

Management Responsibility

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

Our Responsibility

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

Opinion

7. Based on the procedures performed by us as referred above and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended 31st March, 2026 Except (1) During the year, Company has entered into transaction with related party which is material without obtaining prior approval and/or exceeding the limit and (2) The Company paid Fine of Rs. 5,900 to BSE for Regulation 23 (9) non-compliance with the requirement to disclose related party transactions in the format as specified and within the prescribed timeline to this report for the half year ended 31st March, 2026.

Other Matters and restriction on use

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

9. This Certificate is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

10. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this Certificate.

For HSPN & ASSOCIATES LLP
Company Secretaries

Sd/-
Kunal Sakpal
Designated Partner
ACS No.: 75123
COP No.: 27860
ICSI UDIN: A075123H001314768
Peer Review No.: 6035/2024

Date: 31/08/2026
Place: Mumbai

ANNEXURE I TO THE DIRECTORS' REPORT

MANAGING DIRECTOR AND CFO CERTIFICATE PURSUANT TO REGULATION 17(8), PART B OF SCHEDULE II OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,

The Board of Directors,
Rajnish Wellness Limited
Shop No. 22, Neo Corporate Co.-Op. Premises Soc. Ltd.,
Ramchandra Lane Extension Road,
Kachpada, Malad West, Mumbai 400064

We, Rajnishkumar S. Singh, Managing Director and Mihir Shrenik Patwa, Chief Financial Officer of the Company, hereby certify that for the financial year, ending 31st March, 2026;

(a) We have reviewed the Standalone financial statements and the cash flow statement of the Company for the financial year ended 31st March, 2026 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 may be misleading

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

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

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

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

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

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

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

Sd/-
Rajnishkumar S. Singh
Managing Director
DIN: 07192704

Sd/-
Mihir Shrenik Patwa
Chief Financial Officer

Date: 31/08/2026
Place: Mumbai

DIVIDEND DISTRIBUTION POLICY

1) **Objective**

The objective of this Policy document is to articulate Rajnish Wellness Limited's Dividend Distribution Policy (DDP). This Policy applies to all types of Dividends declared or recommended by the Board of Directors of the Company and seeks to conform to the requirements of Section 123 of the Companies Act, 2013, the notified rules thereof and other such provisions.

2) **Philosophy**

At Rajnish Wellness Limited, we respect, and are committed to our role towards shareholders and meeting our obligations to the communities in which we do business. We believe that sustainable growth can be achieved by creating wealth and jobs, developing useful skills, and investing time and money in people. Rajnish Wellness Limited aims to share its prosperity with the shareholders by way of declaring dividend subject to liquidity and growth requirement.

3) **The Regulatory Framework**

Pursuant to Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Top 1000 Listed Companies in India as per Market Capitalization as on the preceding Financial Year shall formulate a dividend distribution policy. Rajnish Wellness Limited falls within the list of Top 1000 Listed Companies.

4) **Definitions**

Unless repugnant to the context:

i) "Act" shall mean the Companies Act, 2013 including the Rules made thereunder.

ii) "Company or Rajnish Wellness" shall mean Rajnish Wellness Limited.

iii) "Chairman" shall mean the Chairman of the Board of Directors of the Company.

iv) "Board" or "Board of Directors" shall mean Board of Directors of the Company.

v) "Dividend" shall mean Dividend as defined under the Companies Act, 2013 or SEBI Regulations.

vi) "SEBI Regulations" shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the circulars issued there under, including any statutory modifications or re-enactments thereof for the time being in force.

5) **Policy**

i) Frequency of payment of dividend

Rajnish Wellness Limited believes in rewarding its shareholders as and when the funds are available for distribution as dividend and generally strive to recommend Final Dividend to the Members at the Annual General Meeting of the Company.

ii) Internal and external factors that would be considered for declaration of dividend

a) Rajnish Wellness Limited considers several Internal and External Factors before deciding declaration or recommendation of dividend.

b) The Internal Factors are adequacy of profits for last three years and likely profits for next year, allocation of funds towards capital expenditure and working capital requirements.

c) The External Factors that would impact dividend payout are alternative investment opportunities, interest rate on surplus funds, taxation on distribution of dividend and dividend payout ratios of comparable companies.

iii) The financial parameters that will be considered while declaring dividends

a) In order to maximize corporate value over the long term, internal capital resources will be secured for measures that will increase corporate value. These measures include investments in FMCG business and Capital Investments, which are vital to future business expansion.

b) After taking into consideration the required investments for future growth and the level of free cash flow, surplus will be distributed to the shareholders to the maximum extent possible.

iv) The circumstances under which the shareholders can or cannot expect dividend

In an event where Company has undertaken a significant project requiring higher allocation of capital or in event where the company's profits are inadequate or company makes losses, the Company would like to use the Company's reserves judiciously and not declare dividend or declare dividend lower than its normal rate of dividend.

v) Policy as to how the retained earnings will be utilized

a) The Company would like to retain the balances in Reserves and Surplus to give the required strength to the Balance Sheet for exploring leverage options for supporting growth.

b) The Company would be very cautious in declaring divided out of past profits and reserves.

vi) Transfer of Profits to Reserves

The Company will not transfer any amount to reserves unless there is statutory requirement.

vii) Provisions regarding class of shares

Currently, the Company has issued only Equity Shares and this Policy shall be applicable to Equity Shares. As and when the Company issues other kind of shares, the Board shall amend this Policy along with Rationale at the time or before issue of other class of shares.

6) Procedure:

a) The Board of Directors of the Company will analyze all the parameters and recommend appropriate dividend.

b) The Company Secretary & Compliance Officer of the Company shall ensure compliance of Insider Trading Rules of the Company and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

c) The Board of Directors shall approve the declaration or recommendation of Dividend after ensuring compliance of Act, SEBI Regulations and this Policy.

d) The Company shall ensure compliance of provisions of Act, SEBI Regulations and this Policy in relation to dividend.

7) Distribution of Dividend:

i) Periodicity

On Completion of Financial Year

The Board of Directors of the Company may recommend a Dividend for respective financial year and may be declared in the Annual General Meeting.

ii) Dividend Entitlement

The members, whose name appear in the register of members as on the record date / Book Closure, shall be entitled for the dividend.

iii) Mode of Payment

The payment of the dividend would be in cash-

a) Through electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. for making payment of dividend. or

b) Through issuance of 'payable-at-par' warrants/ cheques /demand draft, in case where bank details are not available or the electronic payment instructions have failed or have been rejected by the bank.

c) Transfer to Unpaid Dividend Account:

- Where a dividend has been declared by a company but has not been paid or claimed within thirty days from the date of the declaration to any shareholder entitled to the payment of the dividend, the company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account.

- The company shall, within a period of ninety days of making any transfer of an amount under sub-section (1) to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the web-site of the company, if any, and also on any other web-site approved by the Central Government for this purpose, in such form, manner and other particulars as may be prescribed.

iv) Transfer to IEPF

The dividend remained unpaid and unclaimed for a period of 7 years (as per the provisions of Sections 124(5) of the Companies Act, 2013) shall be transferred to Investors Education and Protection Fund set up by the Government in that regard.

8) General:

i) This Policy would be subject to revision/ amendment in accordance with the guidelines as may be issued by Ministry of Corporate Affairs and/or Securities Exchange Board of India from time to time, on the subject matter.

ii) The Company reserves its right to alter, modify, add, delete or amend any of the provisions of this Policy.

iii) In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

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

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

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

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

BUSINESS RESPONSIBILITY & SUSTAINABILITY

REPORTINGSECTION A: GENERAL DISCL

OSURES

I. Details of the listed entity

1	**Corporate Identity Number (CIN) of the Listed Entity**	L52100MH2015PLC265526
2	**Name of the Listed Entity**	RAJNISH WELLNESS LIMITED
3	**Year of incorporation**	13/06/2015
4	**Registered office address**	Shop No 22 Neo Corporate Co-op Premises Soc Ltd Ramchandra Lane Extension Road Kachpada Malad West Mumbai 400064
5	**Corporate address**	Shop No. 22, Neo Corporate Co-op. Premises Soc. Ltd., Ramchandra Lane, Extension Road, Kachpada, Malad West Mumbai-400064
6	**E-mail**	info@rajnishwellness.com
7	**Telephone**	(+91)9321111093

8	**Website**	www.rajnishwellness.com
9	**Financial year for which reporting is being done:**	
	Current Financial Year	01-04-2025 to 31-03-2026
	Previous Financial Year	01-04-2024 to 31-03-2025
	Prior to Previous Financial Year	01-04-2023 to 31-03-2024
10	**Name of the Stock Exchange(s) where shares a relisted**	Bombay Stock Exchange Limited
11	**Paid-up Capital (in Rs)**	1,01,53,47,685
12	**Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report**	Ms. Anupma Kashyap, Company Secretary & Compliance Officer Contact:(+91)9870659809, Email:cs@rajnishwellness.com
13	**Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which format part of its consolidated financial statements, taken together)**	Standalone Basis
14	**Name of assurance provider**	Not Applicable
15	**Type of assurance obtained**	Not Applicable

II. Products/services

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

Sr. No.	**Description of Main Activity**	**Description of Business Activity**	**% of Turnover of the entity**
1	Selling and Trading	Branded Medicines (Ayurvedic medicine Playwin is Company's own brand)	87%
2	Selling and Trading	Branded Electronic Brands	11%

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

Sr. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Selling and Trading Branded Medicine	2100	81%
2	Selling and Trading Branded Electronic Products	4659	14%

III. Operations

18) Number of locations where plants and/or operations/office of the entity are situated:

National	0	6	6
International	0	0	0

Markets served by the entity:

A. Number of locations

Locations	Number
National (No. of States)	2
International (No. of Countries)	0

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

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

IV. Employees

19) Details as at the end of Financial Year:

D. Employees and workers (including differently abled):

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

EMPLOYEES

1	Permanent(D)	19	9	47.37%	10	52.63%	0	0
2	Other than Permanent (E)	28	16	57.14%	12	42.86%	0	0
3	Total employees (D+E)	47	25	53.19%	22	46.81%	0	0

WORKERS

1	Permanent (F)	0	0	0	0	0	0	0
2	Other than Permanent (G)	0	0	0	0	0	0	0
3	Total workers (F+G)	0	0	0	0	0	0	0

E. Differently abled Employees and Workers

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

DIFFERENTLY ABLED EMPLOYEES

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

DIFFERENTLY ABLED WORKERS

4	Permanent (F)	0	0	0	0	0	0	0
5	Other than permanent (G)	0	0	0	0	0	0	0

6	Total differently abled Workers (F+G)	0	0	0	0	0	0	0

20) Participation/Inclusion/Representation of Women

	Total (A)	No. and percentage of Females	
		No.(B)	% (B/A)
Board of Directors	5	4	80%
Key Management Personnel	2	1	50.00%

21) Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

	Turnover rate in current FY (2025-26)				**Turnover rate in previous FY (2024-25)**				**Turnover rate in the year prior to the previous FY (2023-24)**			
	Male	Female	Male	Male	Male	Female	Other	Total	Male	Female	Other	Total
Permanent Employees	0.69%	0.35%	1.04%	0.00%	4.55%	3.35%	0.00%	7.90%	0.00%	5.55%	0.00%	5.55%
Permanent Workers	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%

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

22) (a)Names of holding/ subsidiary/ associate companies/ joint ventures

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

VI.CSR Details

23) (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No)

NO

(i)Turnover (in Rs.): 1,41,75,23,096.47 (ii) Net worth (in Rs.): 93,72,52,292 (iii) **Loss** (in Rs): Rs. 6,28,72,266.85

(a) Transparency and Disclosures Compliances

24) Complaints/Grievances on any of the principles

Stakeholder group from whom complaint is Received	**Grievance Redressal Mechanism in Place (Yes/No)**	**(If yes, then provide web-link for grievance redress policy)**	**FY (2025-26)**			**FY (2024-25)**		
			Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	YES	https://rajnishwellness.com/wp-content/uploads/2022/04/Investor-Grievance-Redressal-Policy.pdf	0	0	0	0	0	0
	YES		0	0	0	0	0	0

Investors (other than shareholders)		https://rajnishwellness.com/wp-content/uploads/2022/04/Investor-Grievance-Redressal-Policy.pdf						
Shareholders	YES	https://rajnishwellness.com/wp-content/uploads/2022/04/Investor-Grievance-Redressal-Policy.pdf	0	0	0	0	0	0
Employees and workers	YES	https://rajnishwellness.com/wp-content/uploads/2022/04/Investor-Grievance-Redressal-Policy.pdf	0	0	0	0	0	0
Customers	YES	https://rajnishwellness.com/wp-content/uploads/2022/04/Investor-Grievance-Redressal-Policy.pdf	0	0	0	0	0	0

Value Chain Partners	YES	https://rajnishwellness.com/wp-content/uploads/2022/04/Investor-Grievance-Redressal-Policy.pdf	0	0	0	0	0	0
Other (please specify)	NA							

25) Overview of the entity's material responsible business conduct issues

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

Sr. No.	**Material issue identified**	**Indicate whether risk or opportunity (R/O)**	**Rationale for identifying the risk/ opportunity**	**In case of risk, approach to adapt or mitigate**	**Financial implication of the risk or opportunity (Indicate positive**
1	Social Responsibility	O	RWL's business objectives and principals have been mapped with various industry trends. This analysis has enabled in identification of the risks and opportunities for RWL	-	Positive Implications

2	Water Management	O	RWL's business objectives and principals have been mapped with various industry trends. This analysis has enabled in identification of the risks and opportunities for RWL	-	Positive Implications
3	Governance, Ethics and Transparency	O	RWL's business objectives and principals have been mapped with various industry trends. This analysis has enabled in identifying the risks And opportunities for RWL	-	Positive Implications
4	Material Sourcing	R	RWL's business objectives and principals have been mapped with various industry trends. This analysis has enabled in identification of the risks and opportunities for RWL	The Company is continuously exploring the possibilities to enlarge its supplier base and have long-term contracts.	Negative Implications
5	Compliance	R	RWL's business objectives and principals have been mapped with various industry trends. This analysis has enabled in identifying the risks and opportunities for RWL	Risk registers are developed for each location and drilled to each function, including the business's compliance aspects. The heads of respective locations are responsible to manage the risks and ensure compliance with the regulatory requirements.	Negative Implications

6	Risk Identification and Management	R		The Company has established a risk management policy that defines the overall risk management frame work covering guidelines for risk identification, assessment, prioritization, mitigation, and monitoring. The risk management committee of the Board oversees and reviews the risk management frame work as well as the assessment of risks, their management, and mitigation procedures. The committee reports its findings and recommendations to the Board.	Negative Implications

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

Disclosure Questions	P 1	P2	P 3	P 4	P 5	P 6	P 7	P8	P9
Policy and management processes									
1) a) Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

b) Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Web Link of the Policies, if available	https://rajnishwellness.com/co des-policies-others/								
2) Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3) Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4) Name of the national and international codes/ certifications/labels/ standards (e.g., Forest Stewardship Council, Fair trade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	The policies are based on Food Safety and Standards.								
5) Specific commitments, goals and targets set by the entity with defined timelines, if any.	The commitments and goals wherever required are set by the Company and have been mentioned in Annual Report wherever applicable								
6) Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	NA								
Governance, leadership and oversight									
7) Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	In keeping with Company's commitment to reducing the environmental impact of business, the Company has implemented a rigorous risk assessment as part of Business Risk Management framework. The procedure entails a thorough examination of all of our processes, raw materials, products, and services, as well as identifying and quantifying the importance of Environmental Aspects and Associated Impacts. The Board of the Company reviews the matters related to ESG and business responsibility activities from time to time. The Company continues to focus on increasing the recyclable content in plastics and wastewater.								

8) Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Rajnish Kumar Singh, Managing Director
9) Does the entity have a specified Committee of the Board/ Director responsible for decision making on Sustainability related issues? (Yes/No).	YES
If yes, provide details.	The Corporate Social Responsibility Committee and the Risk Management Committee constituted by the Board of the Company evaluated the sustainability related issues from time to time.

10) Details of Review of NGRBC's by the Company:		
Subject for Review	Indicate whether review was undertaken by Director/ Committee of the Board/ Any Other Committee	Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)
	P1 P2 P3 P4 P5 P6 P7 P8 P9	P1 P2 P3 P4 P5 P6 P7 P8
Performance against Above policies and Follow up action	Director Committee of the Board	Quarterly
Compliance with statutory requirements of relevance to the principles, and, rectification of any non- compliances	Director Committee of the Board	Quarterly

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

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

Questions	P 1	P2	P 3	P 4	P 5	P6	P 7	P 8	P 9
The entity does not consider the principles material to its business (Yes/No)	No	No	No	No	No	No	No	No	No
The entity is not at a stage where it is in a position to formulate and implement the Policies on specified principles (Yes/No)	No	No	No	No	No	No	No	No	No
The entity does not have the financial or/ human and technical resources available For the task (Yes/No)	No	No	No	No	No	No	No	No	No
It is planned to be done in the next financial year (Yes/No)	No	No	No	No	No	No	Yes	No	No
Any other reason (please specify)							The policy is in the draft stage		

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

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

PRINCIPLE 1

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

Essential Indicators

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

Segment	Total number of training and awareness programs held	Topics/principles covered under the training and its impact	%age of persons in respective categories covered by the awareness programmers
Board of Directors	5	The Company conducts familiarization programmers for its Board of Directors at regular intervals in discussing various topics such as Corporate Governance, Corporate Social Responsibility, Business Growth and sustainability and various other regulatory Updates.	100.00%
Key Managerial Personnel	2	The Company conducts familiarization programmers for its Key Managerial Personnel at regular intervals in discussing various topics such as Corporate Governance, Corporate Social Responsibility, Business Growth and sustainability and various other Regulatory updates.	100.00%
Employees other than BoD and KMPs	8	The Employee and workers were given sessions on health &safety, skill development programmer, Information on cyber security awareness, programmers on mental and Physical well-being.	100.00%
Workers	11	The Employee and workers were given sessions on health & safety, skill development programmer, Information on cyber security awareness, programmers on mental and Physical well-being.	100.00%

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

Monetary	
Penalty/Fine	NA
Settlement	NA
Compounding fee	NA

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

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

Non-Monetary	
Imprisonment	NA
Punishment	NA

Details of imprisonment

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

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

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

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

3) Does the entity have an anti-corruption or anti-bribery policy: YES

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

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

	FY (2025-26)	FY (2024-25)
	NA	NA

Provide details of the entity have processes in place to avoid/manage conflict of interests involving members of the Board.	The Company's code of Conduct and policy on dealing with the related party transactions requires that the management avoids any transaction directly or indirectly in which they have a direct or indirect interest that conflict the interests of the Company. Further, every member of the Board and senior management is required to submit an affirmation of compliance with the provisions of the Code of Conduct annually.

5) Details of complaints regarding conflict of interest:

	FY2025-26		**FY2024-25**	
	Number	**Remarks**	**Number**	**Remarks**
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	-	0	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	-	0	-

Company has Code of Conduct for the Board of Directors and senior management personnel which provides clear guidelines for avoiding and disclosing actual or potential conflict of interest with the Company. The Company receives an annual declaration from its Board of Directors and senior management personnel regarding the entities in which they are interested, and ensures requisite approvals as required under the applicable laws are taken prior to entering transactions with those entities.

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

Not Applicable

7) Number of days of accounts payables in the following format

Particulars	FY 2025-26	FY 2024-25
Number of days of accounts payables	60	70

8) Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format;

Parameter	Metrics	FY2025-26	FY2024-25
Concentration of Purchases	Purchases from trading houses as % of total purchases	1.36	1.88
	Number of trading houses where purchases are made from	20	17
	Purchases from top 10 trading houses as % of total purchases from trading houses	95.65	89.76
Concentration of Sales	Sales to dealers / distributors as % of total sales	60.69	70.77
	Number of dealers / distributors to whom sales are made	541	563
	Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	32	45
Share of RPTs in	Purchases (Purchases with related parties / Total Purchases)	10.08	4.16
	Sales (Sales to related parties / Total Sales)	0.76	0.63
	Loans & advances (Loans & advances given to related parties / Total loans & advances)	94.89	55.56
	Investments (Investments in related parties / Total Investments made)	22.91	5.66

Leadership Indicators

1) Awareness programmes conducted for value chain partners on any of the principles during the financial year:

Covered under all quality management processes. The company has obtained the certification of ISO 14001, 9001 and SA 8000.

Total Number of awareness programmes held	Topics/ principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes
10	Sustainable Procurement Process	45%

2) Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same-

The Company has established a code of conduct for its board of directors and key managerial personnel (KMP), mandating them to abstain from any business, relationship, or activity that could potentially conflict with the Company's interests.

The Company obtains annual declarations from members of the Board detailing entities in which they have an interest, and such declarations are updated on an ongoing basis to reflect any changes. Transactions with these entities are permitted only after ensuring compliance with applicable statutory provisions and the Company's policies, including obtaining all necessary approvals prior to execution. The policy is placed on the Company's website at www.rajnishwellness.com. Further, in the meetings of the board, the directors abstain from participating in the matters in which they are concerned or interested.

PRINCIPLE 2

BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

Essential Indicators

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

	FY (2025-26)	FY (2024-25)	Details of improvements in Environmental and social impacts
R&D	0.00%	0.00%	NA
Capex	0.00%	0.00%	NA

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

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

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

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

c) E-waste: Disposed to authorized vendors

d) Hazardous waste: N.A.

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

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

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

Leadership Indicators

1) Has the entity conducted Life Cycle Perspective/ Assessments (LCA) for any of its products (for manufacturing industry) or for it services (for service industry)?	No
If yes, provide details	NA
2) If there are any significant social or environmental concerns and/ or risks arising from production or disposal of your products /services, as identified in the Life Cycle Perspective /Assessments (LCA)or through any other means, briefly describe the same along-with action taken to mitigate the same.	NA
3) Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry)	NA
4) Of the products and packaging reclaimed at end of life of products, amount (in metric tones) reused, recycled, and safely disposed, as per the following format:	

	FY (2025-26)			FY (2024-25)		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	0	0	0	0	0	0
E waste	0	0	0	0	0	0
Hazardous waste	0	0	0	0	0	0
Other Waste	NA					

5) Reclaimed products and their packaging materials (as percentage of products sold) for each product category	NA

PRINCIPLE 3

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

Essential Indicators

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

Category	% of employees covered by				
Total (A)	Health insurance	Accident Insurance	Maternity benefits	Paternity Benefits	Day Care facilities

	Num-ber (B)	%(B/A)	Num-ber(C)	%(C/A)	Number (D)	%(D/A)	Number (E)	%(E/A)	Num-ber(F)	%(F/A)

Permanent employees

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

Other than permanent employees											
Male	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Female	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Other	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Total	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%

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

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

Permanent employees

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

Other than permanent employees										
Male	150	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Female	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Other	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Total	150	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%

Details of measures for the well-being of workers:

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

Permanent employees

Male	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Female	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Other	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Total	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Other than permanent employees											
Male	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Female		0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Other		0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Total		0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%

	2) Details of retirement benefits						
	Benefits	FY (2025-26)			FY (2024-25)		
		No. of employees covered	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total Employees	No. of workers covered as A % of total workers	Deducted and deposited with the authority (Y/N/N.A.)

		As a % of total employees					
	PF	0.00%	0.00%	Yes	0.00%	0.00%	Yes
	Gratuity	0.00%	0.00%	Yes	0.00%	0.00%	Yes
	ESI	0.00%	0.00%	Yes	0.00%	0.00%	Yes
	Others- Please specify	NA					

	3) Accessibility of workplaces	
	Are the premises/ offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016?	Yes
	If not, whether any steps is being taken by the entity in this regard.	NA
	4) Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016?	Yes
	If so, provide a web-link to the policy.	Company does not have differently abled person

	5) Return to work and Retention rates of permanent employees and workers that took parental leave.

		Permanent employees		Permanent workers	
	Gender	Return to work rate	Retention rate	Return to work rate	Retention rate
	Male	0	0	0	0
	Female	0	0	0	0
	Other	0	0	0	0
	Total	0	0	0	0

	6) Is there a mechanism available to receive and redress grievances for the following categories of employees and worker?		Yes
	If yes, give details of the mechanism in brief.	Yes/	(If Yes, then give details of the mechanism in brief)

		No	
	Permanent Workers	Yes	The Company has established a transparent & impartial complaint resolution process with the goal of addressing concerns as quickly as possible & in compliance with the law. There has been a Code of Conduct for Workers which provides ways for assessing investigating& reporting of complaints.
	Other than Permanent Workers	Yes	
	Permanent Employees	Yes	For Employees, the Company has a vigil mechanism to deal with instance of fraud and mismanagement; if any. The Vigil Mechanism ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.
	Other than Permanent Employees	Yes	

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

Category	FY (2025-26)			FY (2024-25)		
	Total employees/ workers in respective category (A)	No. of employees/ workers in respective category, who are part of association (s) or Union (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees/ workers in respective category, who are part of association (s) or Union (D)	% (D/C)
Total Permanent Employees	0	0	0.00%	0	0	0.00%
Male	0	0	0.00%	0	0	0.00%
Female	0	0	0.00%	0	0	0.00%
Other	0	0	0.00%	0	0	0.00%
Total Permanent Workers	0	0	0.00%	0	0	0.00%
Male	0	0	0.00%	0	0	0.00%
Female	0	0	0.00%	0	0	0.00%
Other	0	0	0.00%	0	0	0.00%

8) Details of training given to employees and workers:

	Category	FY (2025-26)					FY (2024-25)				
		Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
			No.(B)	% (B/A)	No.(C)	% (C/A)		No.(E)	% (E/D)	No.(F)	% (F / D)
	Employees										
	Male	0	0	0.00%	0	0	0.00%	0	0	0.00%	0
	Female	0	0	0.00%	0	0	0.00%	0	0	0.00%	0
	Other	0	0	0.00%	0	0	0.00%	0	0	0.00%	0
	Total	0	0	0.00%	0	0	0.00%	0	0	0.00%	0
	Workers	0	0	0.00%	0	0	0.00%	0	0	0.00%	0
	Male	0	0	0.00%	0	0	0.00%	0	0	0.00%	0
	Female	0	0	0.00%	0	0	0.00%	0	0	0.00%	0
	Other	0	0	0.00%	0	0	0.00%	0	0	0.00%	0
	Total	0	0	0.00%	0	0	0.00%	0	0	0.00%	0

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

	Category	FY (2025-26)			FY (2024-25)		
		Total (A)	No.(B)	% (B/A)	Total (D)	No.(E)	% (E/D)
	Employees						
	Male	0	0	0.00%	0	0	0.00%
	Female	0	0	0.00%	0	0	0.00%
	Other	0	0	0.00%	0	0	0.00%
	Total	0	0	0.00%	0	0	0.00%
	Workers						
	Male	0	0	0.00%	0	0	0.00%
	Female	0	0	0.00%	0	0	0.00%
	Other	0	0	0.00%	0	0	0.00%
	Total	0	0	0.00%	0	0	0.00%

10) Health and safety management system:

	a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No).	Yes
	If yes, the coverage such system?	The Company has in placed Health and Safety Policy which effectively managed to reduce risks in the workplace of company. It provides structured management approach to control safety & environmental risks
	b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?	Step1: Collect Existing Information about Workplace Hazards. Step2: Inspect the Workplace for Safety Hazards. Step3: Identify Health & Work-Related Hazards. Step4: Conduct Incident Investigations. Step5: Identify Hazards Associated with Emergency Situations
	c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks?	Yes
	d. Do the employees/ worker of the entity have access to non-occupational medical and health care services?	Yes

11) Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY (2025-26)	FY (2024-25)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0	0
Total record able work-related injuries	Employees	0	0
	Workers	0	0
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

	12) Describe the measures taken by the entity to ensure a safe and healthy workplace.	The Company provides training to its workers in area of firefighting, provide first aid training, all drivers are Certified trainer and registered under IOC
	13) Number of Complaints on the following made by employees and workers:	

		FY (2025-26)			FY (2024-25)		
		Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
	Working Conditions	0	0	NA	0	0	NA
	Health &Safety	0	0	NA	0	0	NA

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

Leadership Indicators

1) Does the entity extend any life insurance or any compensatory package in the event of death of	
Employees (Y/N)	Yes
Workers(Y/N).	Yes
2) Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.	Suppliers are assessed and it is ensured that statutory requirements are met by the partners.
3. Provide the number of employees / workers having suffered high consequence work related injury/ ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been	

rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:				
	Total no. of affected employees/worker		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY (2025-26)	FY (2024-25)	FY (2025-26)	FY (2024-25)
Employees	0	0	0	0
Workers	0	0	0	0
4) Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/No)				No
5) Details on assessment of value chain partners:				
6) **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners-** NIL				

PRINCIPLE 4

BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

Essential Indicators

1) Describe the processes for identifying key stakeholder groups of the entity.			The company values all the stakeholders of the company and maintains long term cordial relationship with them. The Stakeholders are determined based on the significance of their impact on the business		
2) List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.					
Sr.	Stake holder Group	Whether identified as Vulnerable &Marginalized Group	Channels of communication	Frequency of engagement	Purpose and scope of engagement including key topics and concerns raised during such engagement

1	Employee	No	E-mail	Continuous	Enhance efficiency, Equal opportunities, clear communication
2	Shareholders	No	Website	Quarterly	Business Updates and performance Details on finance
3	Legal/Auditors/ Consultants	No	E-mail	Continuous	Advice on business, legal and tax Related issue
4	Suppliers	No	E-mail	Continuous	Payment Cycle, Business Obligations and Mutual) expectation
5	Customer	No	E-mail	Continuous	Payment Cycle, Business Obligations and Mutual) expectation
6	Community	No	E-mail	Continuous	Payment Cycle, Business Obligations and Mutual) expectation

Leadership Indicators

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

PRINCIPLE 5

BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

Essential Indicators

1) Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:						
Category	FY (2025-26)			FY (2024-25)		
	Total (A)	No. of employees/workers covered (B)	% (B/A)	Total (C)	No. of employees/workers covered (D)	% (D/C)
Employees						
Permanent	19	19	100.00%	19	17	100.00%
Other than permanent	28	28	100.00%	28	21	100.00%
Total Employees	47	47	100.00%	47	38	100.00%
Workers						
Permanent	0	0	0.00%	0	0	0.00%
Other than permanent	0	0	0.00%	0	0	0.00%
Total Workers	0	0	0.00%	0	0	0.00%

2) Details of minimum wages paid to employees and workers, in the following format:										
Category	FY (2025-26)							FY (2024-25)		
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	19	0	0.00%	19	100.00%	19	0	0.00%	17	100.00%
Male	9	0	0.00%	9	100.00%	9	0	0.00%	9	100.00%
Female	10	0	0.00%	10	100.00%	10	0	0.00%	8	100.00%
Other		0	0.00%		0.00%	0	0	0.00%	0	0.00%
Other than Permanent	28	0	0.00%	28	0.00%	28	0	0.00%	21	0.00%
Male	16	0	0.00%	16	0.00%	16	0	0.00%	15	0.00%

Female	12	0	0.00%	12	0.00%	12	0	0.00%	6	0.00%
Other		0	0.00%		0.00%	0	0	0.00%	0	0.00%
Workers										
Permanent		0	0.00%		0.00%	0	0	0.00%	0	0.00%
Male	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Female	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Other	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Other than Permanent	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Male	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Female	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Other	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%

3) Details of remuneration/ salary/ wages, in the following format:

	Male		Female		Other	
	Number	Median remuneration/ salary/wages of respective category (INR)	Number	Median remuneration/ salary/wages of respective category (INR)	Number	Median remuneration/ salary/wages of respective category (INR)
Board of Directors (BoD)*	1	22,80,000	0	0	0	0
Key Managerial Personnel	1	24,10,000	1	1,91,000	0	0
Employees other than BoD and KMP	7	50,65,247	9	48,17,500	0	0
Workers	0	0	0	0	0	0

* Non-Executive Independent Directors not included

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

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

	FY (2025-26)			FY (2024-25)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	N.A.	0	0	N.A.
Discrimination at workplace	0	0	N.A.	0	0	N.A.
Child Labour	0	0	N.A.	0	0	N.A.
Forced Labour/ Involuntary Labour	0	0	N.A.	0	0	N.A.
Wages	0	0	N.A.	0	0	N.A.
Other human rights related issues	0	0	N.A.	0	0	N.A.

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

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

Assessments for the year:

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

Sexual harassment	100.00%
Discrimination at workplace	100.00%
Wages	100.00%

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

Leadership Indicators

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

PRINCIPLE 6:

BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

Essential Indicators

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

Parameter	FY (2025-26) (Current Financial Year)	FY (2024-25) (Previous Financial Year)
Total electricity consumption (A)	1,85,068	1,77,967
Total fuel consumption (B)	0	0
Energy consumption through other sources (C)	0	0
Total energy consumption (A+B+C)	0	0
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	0	0
Energy intensity (optional)-the relevant metric may be selected by the entity	0	0
Note: Indicate if any independent assessment /evaluation /assurance has been carried out by an external agency? (Y/N):	No	
If yes, name of the external agency	NA	

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

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

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

Parameter	FY (2025-26)	FY (2024-25)
Water withdrawal by source (in kiloliters)		
(i) Surface water	0	0
(ii) Groundwater	0	0

(iii) Third party water	0	0
(iv) Seawater/ desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kiloliters) (i+ii+iii+iv+v)	0	0
Total volume of water consumption (in kiloliters)	0	0
Water intensity per rupee of turnover (Water consumed/ turnover)	0	0
Water intensity (optional)–the relevant metric may be selected by the entity	0	0

Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency? (Y/N)- No If yes, name of the external agency? NA

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

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

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

Parameter	Please specify unit	FY (2025-2026)	FY (2024-2025)
NOx	NA	NA	NA
Sox	NA	NA	NA
Particulate matter (PM)	NA	NA	NA
Persistent organic pollutants (POP)	NA	NA	NA
Volatile organic compounds (VOC)	NA	NA	NA
Hazardous air pollutants (HAP)	NA	NA	NA
Others please specify	NA	NA	NA

Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency? (Y/N) : No If yes, name of the external agency? (Y/N): NA

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

Parameter	Unit	FY (2025-2026)	FY (2024-2025)
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	NA	0	0
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	NA	0	0
Total Scope 1 and Scope 2 emissions per rupee of turnover	0	0	0
Total Scope 1 and Scope 2 emission intensity (optional)– the relevant metric may be selected by the entity	0	0	0

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

If yes, name of the external agency: NA

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

If yes, name of the external agency.: NA

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

Parameter	FY (2025-2026)	FY (2024-2025)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	0	0
E-waste (B)	0	0
Bio-medical waste (C)	0	0
Construction and demolition waste (D)	0	0
Battery waste (E)	0	0
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any. (G)	0	0

Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	0	0
Total (A+B+C+D+E+F+G+H)	0	0
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	0	0
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
Total	0	0
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	0	0
(ii) Landfilling	0	0
(iii) Other disposal operations	0	0
Total	0	0

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

If yes, name of the external agency: NA

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

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

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

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

Leadership Indicators

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

Parameter	FY (2025-26)	FY (2024-25)
From renewable sources		
Total electricity consumption (A)	0	0
Total fuel consumption (B)	0	0
Energy consumption through other sources (C)	0	0
Details of Energy consumed from renewable		
Name of other parameter	FY (2025-26)	FY (2024-25)
Total energy consumed from renewable sources (A+B+C)	0	0
From non-renewable sources		
Total electricity consumption (D)	0	0
Total fuel consumption (E)	0	0
Energy consumption through other sources (F)	0	0
Details of Energy consumed from non-renewable		
Name of other parameter	FY (2025-26)	FY (2024-25)
Total energy consumed from non-renewable sources(D+E+F)	0	0
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N):	No	
If yes, name of the external agency:	NA	

2) Provide the following details related to water discharged:

Parameter	FY (2025-26)	FY (2024-25)
Water discharge by destination and level of treatment (in kiloliters)		
(i) To Surface water	0	0
No treatment	0	0
With treatment–please specify level of treatment	0	0
(ii) To Groundwater	0	0
No treatment	0	0
With treatment–please specify level of treatment	0	0
(iii) To Seawater	0	0
No treatment	0	0
With treatment–please specify level of treatment	0	0
(iv) Sent to third-parties	0	0
No treatment	0	0
With treatment–please specify level of treatment	0	0
(v) Others	0	0
No treatment	0	0
With treatment–please specify level of treatment	0	0
Total water discharged (in kiloliters)	4900	4800
Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency? (Y/N):	No	
If yes, name of the external agency	NA	

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

	Details For each facility/ plant located in areas of water stress
Sr. No.	Particulars
1	Name of the area: NA
2	Nature of operations: NA
3	Water withdrawal, consumption and discharge in the following format:

	Parameter
	Water withdrawal by source (in kiloliters)
	(i) Surface water
	(ii) Ground water:
	(iii) Third party water:
	(iv) Seawater/desalinated water
	(v) Others
	Total volume of water withdrawal (in kiloliters)
	Total volume of water consumption (in kilolitres)
	Water intensity per rupee of turnover (Water consumed/ turnover)
	Water intensity (optional)–the relevant metric may be selected by the entity
	Water discharge by destination and level of treatment (in kilolitres)
	(i) Into Surface water
	No treatment
	With treatment–please specify level of treatment
	(ii) Into Ground water
	No treatment
	With treatment–please specify level of treatment
	(iii) Into Seawater
	No treatment
	With treatment–please specify level of treatment
	(iv) Sent to third parties
	No treatment
	With treatment–please specify level of treatment
	(v) Others
	No treatment
	With treatment–please specify level of treatment
	Total water discharged (in kilolitres)

Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency? (Y/N)	
If yes, name of the external agency	

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

Parameter	Unit	FY (2025-26)	FY (2024-25)
Total Scope 3 emissions (Break-up of the GHG into CO2, CH4,N2O, HFCs, PFCs, SF6, NF3, if available)	NA	NA	NA
Total Scope 3 emissions per rupee of turnover	NA	NA	NA
Total Scope 3 emission intensity (optional)-the relevant metric may be selected by the entity	NA	NA	NA
Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency?(Y/N): No If yes, name of the external agency.: NA			

5) With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on Biodiversity in such areas along-with prevention and remediation activities.	NA

6) If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions/ effluent discharge/ waste generated, please provide details of the same as well as outcome of such initiatives

Sr No.	Initiative undertaken	Details of the initiative (Web- link, if any, maybe provided along-with summary)	Outcome of the initiative	Corrective action taken, if any
1	Installed new machinery at the Factory	The machinery installed are semiautomatic/ fully automatic	It reduces the production time.	N.A.

7) Does the entity have a business continuity and disaster management plan?	Yes
Details of entity at which business continuity and disaster management plan is placed or weblink.	We have implemented a Disaster management plan for the occurrence of a sudden calamity of a chain of events,

	which affect normal working within the factory area and/or may Cause Serious injuries etc.
8) Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaption measures have been taken by the entity in this regard.	No significant adverse impact has been observed from the value chain pertaining to the environment.
9) Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.	0.00%

PRINCIPLE 7

BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO INAMANNER THAT IS RESPONSIBLE AND TRANSPARENT

Essential Indicators

1) a. Number of affiliations with trade and industry chambers/ associations.	NA
b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/affiliated to	

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/ National/ International)

2) Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.			
Sr.	Name of authority	Brief of the case	Corrective action taken
NA			

Leadership Indicators

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

PRINCIPLE 8 BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Sr.	Name and brief details of Project	SIA Notification No.	Date of notification	Whether conducted by independent external agency	Results communicated in public domain	Relevant Web link
N.A.						

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
N.A.						

3. Describe the mechanisms to receive and redress grievances of the community.	The communities can raise their grievances as per the mechanism provided in our Code of Conduct available on our website of the Company

4.Percentage of input material (inputs to total inputs by value) sourced from suppliers:	FY (2025-26)	PY (2024-25)
Directly sourced from MSMEs/ small producers	0.00%	0.00%
Sourced directly from within the district and neighboring districts	0.00%	0.00%

Leadership Indicators

1.Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments(Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
NA	

2.Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

State	Aspirational District	Amount spent (In INR)	
3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized/ vulnerable groups? (Yes/No)			
From which marginalized/ vulnerable groups do you procure?			
(c) What percentage of total procurement (by value) does it constitute?			
4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year),based on traditional knowledge			
Intellectual Property based on traditional knowledge	Owned/Acquired (Yes/No)	Benefit shared (Yes/No)	Basis of calculating benefit share
NA			
5. Details of corrective actions taken or underway based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.			
Sr.	Name of authority	Brief of the Case	Corrective action taken
NA			
6.Details of beneficiaries of CSR Projects			
Sr.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups

PRINCIPLE 9

BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

Essential Indicators

1) Describe the mechanisms in place to receive and respond to consumer complaints and feedback.	The Company has implemented Grievance Redressal Policy to address customer grievances promptly and timely.
2) Turnover of products and/ services as a percentage of turnover from all products/ service that carry information about	As a percentage to total turnover

Environmental and social parameters relevant to the product	100.00%
Safe and responsible usage	100.00%
Recycling and/ or safe disposal	100.00%

3) Number of consumer complaints in respect of the following	FY (2025-26)		Re-mark	PY (2024-25)		Remark
	Received during the year	Pending resolution at end of year		Received during the Year	Pending resolution at end of Year	
Data privacy	0	0	NA	0	0	NA
Advertising	0	0	NA	0	0	NA
Cyber-security	0	0	NA	0	0	NA
Delivery of essential Services	0	0	NA	0	0	NA
Restrictive Trade Practices	0	0	NA	0	0	NA
Unfair Trade Practices	0	0	NA	0	0	NA
Other	0	0	NA	0	0	NA

4) Details of instances of product recalls on account of safety Issues	Number	Reasons for recall
Voluntary recalls	0	0
Forced recalls	0	0

5) Does the entity have a framework/ policy on cyber security and risks related to data privacy?	Yes
If available, provide a web-link of the policy	https://rajnishwellness.com/codes-policies-others/
6) Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken	N.A.

by regulatory authorities on safety of products/ services.	

Leadership Indicators

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

INDEPENDENT AUDITOR'S REPORT

To the Members of
RAJNISH WELLNESS LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **RAJNISH WELLNESS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss, Statement of Changes in Equity, 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 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 March 31, 2026, and statement of profit and loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit 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 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 opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the 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 communicate in this report

Sr. No	Key Audit Matter	Auditors Response
1.	**Revenue Recognition as per IND AS 115:** Recognition and measurement of revenue recognition relating to deferment of booking revenue involves significant management judgment. With the applicability of Ind AS 115 "Revenue Recognition", revenue booking is based on future performance obligations. We have identified recognition of revenue as a key audit matter in view of the significant judgment and assumptions involved.	Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: 1. Examined the policy on recognition of revenue in compliance with Ind AS 115. 2. Understood the process of computation and tested design and operating effectiveness of key controls around data extraction and validation. 3. Tested the computation of the cost of warranty and ensured application of correct underlying factors like probability of cost which can be incurred on the basis of the nature of products. 4. Tested the mathematical accuracy of the computation by reperforming the formulas.

Emphasis of Matter

We draw attention to Note No. 26 of the financial Statements wherein the Company has written off sundry debtors amounting to ₹9.70 crore during the year. As informed and explained by the management, the said balances were considered irrecoverable, as the management does not expect to recover the outstanding amounts from the respective parties. Accordingly, the same has been written off in the books of accounts

Our Opinion is not modified in respect of these matters.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the Director's Report, Management Discussion and Analysis and Business Responsibility Report but does not include the financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance 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 of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity 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 of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities 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 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, 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 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.

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

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **"Annexure A"** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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 account as required by law have been kept by the Company so far as it appears from our examination of those books
   c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement with by this Report are in agreement with the books of account.
   d. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Companies (Indian Accounting Standard) Rules, 2015.
   e. On the basis of the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 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”**.

g. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 which would impact its financial position.

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

   iv.

   a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

   b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

   c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (a) and (b) contain any material misstatement.

   v. During the year, the Company has not declared any dividend.

h. Based on our examination in accordance with the Implementation Guidance on Reporting on Audit Trail under Rule 11(g) of the Companies (Audit and Auditors) Rules,2014 issued by the Institute of Chartered Accountants of India, which included test checks, the Company has not used accounting software's for maintaining its books of account for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has not been operated throughout the year for all relevant transactions recorded in the software's.

i. Further, during the course of our audit we were unable to check any instance of the audit trail feature being tampered with. Our examination of the audit trail was in the context of an audit of financial statements carried out in accordance with the Standard of Auditing and only to the extent required by Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

We have not carried out any audit or examination of the audit trail beyond the matters required by the aforesaid Rule 11(g) nor have we carried out any standalone audit or examination of the audit trail.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2026.

for **Motilal Associates & LLP**
(a member firm of M A R C K S Network)
Chartered Accountants
ICAI FRN: 106584W/W100751

Sd/-
Rishabh Jain
Partner
Membership No. 179547

Place: Mumbai
Date: 30th May, 2026

UDIN: 26179547YNUVHN4262

ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **RAJNISH WELLNESS LIMITED** of even date)

i.

a)

(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company does not have any Intangible assets therefore maintenance of its records is not required.

b) The Company has a regular programme for physical verification of its Property, Plant and Equipment by which its Property, Plant and equipment are verified in a phased manner. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its Property, Plant and equipment. According to the information and explanations given to us, no material discrepancies were noticed on verification of the Property, Plant and Equipment.

c) According to the information and explanations given to us, the title deeds of all the immovable properties included in financial statements are held in the name of the Company.

d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Therefore, reporting under the said clause is not required.

e) According to the information and explanations given to us, there are no proceedings initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

ii.

(a) The management has conducted physical verification of inventory at reasonable intervals during the year and the coverage and procedure of such verification done by the management is appropriate. No material discrepancies of 10% or more in the aggregate for each class of inventory were noticed during such physical verification.

(b) According to the information and explanations given to us, the Company has not been sanctioned working capital limit in excess of 5 crore rupees in aggregate, from banks or financial institutions on the basis of security of current assets.

iii. According to the information and explanations given to us, the Company has granted unsecured loans, to companies, firms, and other parties.

A. According to the information and explanations given to us the Company does not have any subsidiaries, joint ventures and associates hence not commented upon.

B. The aggregate amount of loans or advances during the year amounts to Rs. 16,23,10,162/- and balance outstanding at the balance sheet date amounts to Rs. 13,20,00,625/- with respect to such loans or advances and guarantees or security to parties other than subsidiaries, joint ventures and associates.

(a) During the year, the terms and conditions of the grant of all loans provided by the company are prejudicial to the company's interest, since the same are interest-free.

(b) During the year, in respect of loans the schedule of repayment of principal and payment of interest has not been stipulated. The loans are repayable on demand.

(c) During the year, since the loans have been repayable on demand, the calculation for amount overdue for more than ninety days is not possible

(d) According to information and explanation and reasons given to us there are no such loans which are renewed or extended during the year and there are no fresh loans granted to settle the over dues of existing loans given to the same parties

(e) According to information and explanation and reasons given to us , the Company has granted loans or advances in the nature of loans either repayable on demand or without specifying period of repayment of amount aggregating to Rs. 16,23,10,162/-.

Particulars	Promoters	Related Parties	Others
Aggregate amount of loans /advances in nature of loans - Repayable on demand	Nil	15,71,72,867/-	51,37,295/-
Percentage of loans / advances in nature of loans to the total loans	Nil	96.83%	3.17%

iv. (A) In our opinion and according to information and explanations given to us, the Company has advanced loans to Directors/Company in which the director is interested to which the provisions of Section 185 of the Companies Act, 2013 apply and details of the parties are as mentioned below -

Name of Company/Party	Amount Involved	Balance as at balance sheet date
Rajnish Retail Limited (Sheetal Diamonds)	14,27,53,597/-	NIL

(B) Also, in our opinion and according to the information and explanation given to us, the Company has not made investment and given guarantee/provided security which falls under the purview of section 186 of the Companies Act, 2013 and hence not commented upon.

v. According to the information and explanations given to us, the Company has not accepted deposits during the year and does not have any deemed deposits as at 31st March, 2026 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

vi. As per the information and explanation given to us, the maintenance of cost records specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not applicable to the Company and hence not commented upon.

vii.

a. The Company has generally been regular in depositing undisputed statutory dues including Provident fund, Employees State Insurance, Income-tax, Goods & Service Tax, Sales-tax, Service Tax, Customs duty, Excise duty, Value Added Tax, cess and any other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Income-tax, Goods & Service Tax, Sales tax, Service Tax, Customs duty, Excise duty, Value Added Tax, cess and any other material statutory dues in arrears, as at March 31, 2026 for a period of more than six months from the date they became payable except for the following:

Name of the Statue	Nature of Dues	Amount (in Rs)	Period to which Amount relates (AY)	Date of Payment
Income Tax Act, 1961	Demand outstanding u/s 144	2,000.00	2018-19	Unpaid till date
Income Tax Act, 1961	Demand outstanding u/s 207A	39,31,518.00	2018-19	Unpaid till date
Income Tax Act, 1961	Demand outstanding u/s 207A	39,31,519.00	2018-19	Unpaid till date
Income Tax Act, 1961	Demand outstanding u/s 144	1,26,54,870.00	2018-19	Unpaid till date
Income Tax Act, 1961	Demand outstanding u/s 143(1)(a)	2,40,82,460.00	2019-20	Unpaid till date

Income Tax Act, 1961	Demand outstanding u/s 143(1)(a)	16,53,590.00	2023-24	Unpaid till date
Income Tax Act, 1961	Demand outstanding u/s 143(1)(a)	36,11,240.00	2024-25	Unpaid till date
Income Tax Act, 1961	TDS Short Deduction	2,31,031.00	Prior Years	Unpaid till date
Income Tax Act, 1961	Interest u/s 220(2)	714.00	Prior Years	Unpaid till date
Income Tax Act, 1961	Interest on payment default u/s 201	13,682.00	Prior Years	Unpaid till date
Income Tax Act, 1961	Interest on deduction default u/s 201	8,884.00	Prior Years	Unpaid till date
Income Tax Act, 1961	Late Filing Fees u/s 234E	1,97,601.00	Prior Years	Unpaid till date
Income Tax Act, 1961	TDS Short Payment	1,000.00	FY 2025-26	Unpaid till date
Income Tax Act, 1961	Interest on payment default u/s 201	45.00	FY 2025-26	Unpaid till date

** As per IT intimation. Difference is due to Interest calculation.*

b. Details of dues of Income Tax, Sales Tax, Service Tax, Excise Duty and Value Added Tax which have not been deposited as at March 31, 2026 on account of dispute are given below:

Name of the Statute	**Nature of dues under section**	**Amount**	**Period to which the amount relates**	**Forum where dispute is pending**

Goods and service Tax Act, 2017	Demand Order u/s 73	73,096.00/-	FY 2020-21	Deputy/ Assistant Commissioners of State Tax
Goods and service Tax Act, 2017	Demand Order u/s 74	3,74,286.00/-	FY 2020-21	Deputy/ Assistant Commissioners of State Tax

viii. According to the information and explanations given to us no transactions were found that were not recorded in the books of account but have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix.

(a) According to the information and explanations given to us and based on the audit procedures performed by us the Company has not defaulted in repayment of any loans or other borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and based on the audit procedures performed by us, the Company is not a declared wilful defaulter by any bank or financial institution or other lender.

(c) According to the information and explanations given to us, the Company has taken term loans which are applied for the purpose for which the loans were obtained.

(d) According to the information and explanations given to us and based on the audit procedures performed by us, no instances were found were the funds raised on short term basis have been utilised for long term purposes.

(e) The Company does not have any subsidiaries, associates or joint ventures. Accordingly, paragraph 3(ix)(e) of the Order is not applicable to the Company and hence, not commented upon.

(f) The Company does not have any subsidiaries, associates or joint ventures. Accordingly, paragraph 3(ix)(f) of the Order is not applicable to the Company and hence, not commented upon.

x.

(a) According to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(x)(a) of the Order is not applicable to the Company and hence, not commented upon.

(b) The company has not made any preferential allotment during the year. Accordingly, paragraph 3(x)(b) of the Order is not applicable to the Company and hence, not commented upon.

xi.

(a) To the best of our knowledge and 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.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed by us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) To the best of our knowledge and according to the information and explanations given to us no whistle-blower complaints, have been received during the year by the Company.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Consequently, provisions of clause 3(xii) of the Order are not applicable to the Company and hence, not commented upon.

xiii. In our opinion and according to the information and explanations given to us, transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details of related party transactions have been disclosed in the Financial Statements, as required by the applicable accounting standards.

xiv.

(a) In our opinion, though the Company is required to have an internal audit system under section 138 of the Companies Act, 2013, it does not have the same established for the year.

(b) We were unable to obtain internal audit reports of the Company for the period under audit, hence we were unable to consider the internal audit reports in our were found in it.

xv. According to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi.

(a) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

(b) According to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities during the period under review.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.

(d) The Company is not part of any group of companies therefore provisions of Paragraph 3(xvi)(d) is not applicable to the Company and hence not commented upon.

xvii. The Company has incurred any cash losses in the current financial year amounting to Rs. -6,28,72,266.85/- and not in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors during the year under review.

xix. On the basis of information and explanations given to us and on basis of financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that the Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

xx.

(a) On the basis of information and explanations given to us, the Company does not have any unspent amount, hence not transferred any unspent amount to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act.

(b) On the basis of information and explanation given to us there is no amount remaining unspent under section (5) of section 135 of Companies Act, pursuant to any ongoing project, has been transferred to special account in compliance with provision of sub section (6) of section 135 of the said Act.

xxi. The Company does not have any subsidiaries therefore reporting under Paragraph 3(xxi) is not applicable to the Company and hence not commented upon.

For Motilal & Associates LLP
(a member firm of M A R C K S Network)
Chartered Accountants
ICAI FRN: 106584W/W100751

Rishabh Jain
(Partner)
ICAI MRN: 179547

Place: Mumbai
Date: 30th May 2026

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under Report on Other Legal and Regulatory Requirements section of our report to the members of Rajnish Wellness Limited of even date)

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 March 31, 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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, to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, 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 Motilal & Associates LLP
(a member firm of M A R C K S Network)
Chartered Accountants
ICAI FRN: 106584W/W100751

Sd/-
Rishabh Jain
(Partner)
ICAI MRN: 179547

Place: Mumbai
Date: 30th May 2026

RAJNISH WELLNESS LIMITED

CIN: L52100MH2015PLC265526

BALANCE SHEET AS AT 31ST MARCH, 2026

(Rs. In Lakhs)

		Particulars	Notes	As at 31st March 2026	As at 31st March 2025
A.	ASSETS				
1	Non-Current Assets				
	a)	Property, Plant and Equipment	3	4.84	4.54
		Intangible assets		-	-
	b)	Financial Assets		-	-
		(i) Loans & Advances	4	1,320.01	1,058.99
		(ii) Investments	5	754.50	330.84
	c)	Deffered Tax Assets (net)	14	212.59	-
	d)	Other Non-current Assets	6	201.95	198.94
		Total Non-Current Assets		**2,493.89**	**1,593.31**
2	Current Assets				
	a)	Inventories	7	1,315.15	987.18
	b)	Financial Assets			
		(i) Trade Receivables	8	1,931.13	2,668.52
		(ii) Cash & Bank Balance	9	959.08	39.53
	c)	Other Current Assets	10	4,158.29	3,839.80
		Total Current Assets		**8,363.66**	**7,535.04**
		Total Assets		**10,857.55**	**9,128.35**
B.	EQUITY & LIABILITIES				
1	Equity				
	a)	Equity Share Capital	11	10,153.47	7,684.75
	b)	Reserve and Surplus	12	102.74	731.47
	c)	Converible equity warrants		-	-
		Total Equity		**10,256.22**	**8,416.22**
2	Non-Current Liabilities				
	a)	Financial Liabilities			
		Borrowings	13	16.91	17.56
	b)	Deferred Tax Liability	14	-	0.07
	c)	Other Non Current Liabilities	15	251.57	245.51
		Total Non-current Liabilities		**268.48**	**263.14**
3	Current Liabilities				
	a)	Financial Liabilities		-	-
		(i) Trade Payables	16	266.02	382.31
		(ii) Borrowings	17	-	-
	b)	Other Financial Liabilities	18	13.15	9.16
	c)	Other Current liabilities	19	53.68	51.47
	d)	Short Term Provisions	20	-	6.05
		Total Current Liabilities		**332.85**	**448.99**
		Total Equity and Liabilities		**10,857.55**	**9,128.35**

See accompanying notes forming Part of Financial Statement
As per our report of even date attached

for Motilal & Associates LLP **Chartered Accountants** **ICAI FRN : 106584W/W100751**	**For and on Behalf of the Board of Directors of** **RAJNISH WELLNESS LIMITED** **CIN: L52100MH2015PLC265526**	
Sd/- **Rishabh Jain** **(Partner)** **Membership No. 179547**	**Sd/-** **Rajnish Kumar Singh** Managing Director DIN: 07192704	**Sd/-** **Monam Kapoor** Director
Place : Mumbai **Date : 30/05/2026**	**Sd/-** **Anupma Kashyap** Company Secretary	**Sd/-** **Mihir Patwa** CFO

RAJNISH WELLNESS LIMITED

CIN: L52100MH2015PLC265526

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2026

(Rs. In Lakhs)

	Particular	Note	Year Ended 31st March, 2026	Year Ended 31st March, 2025
	Revenue from Operations			
I.	Revenue from Sales	21	14,175.23	4,856.11
II.	Other Revenue Income	22	82.39	52.37
III.	**Total Revenue from Operations**		**14,257.62**	**4,908.49**
IV.	**Expenses**			
	Cost of materials consumed		-	-
	Purchase of Stock-in-Trade	23	14,116.93	4,632.52
	Change in inventories of finished goods, work in progress	7	(327.97)	(60.42)
	Employee benefit expense	24	172.18	93.72
	Financial costs	25	0.46	27.40
	Depreciation and amortization expense	3	1.95	2.39
	Other expenses	26	1,135.46	189.59
	Total Expenses		**15,099.00**	**4,885.20**
	Profit / (Loss) before exceptional and extraordinary items and tax		**(841.38)**	**23.29**
	Exceptional Items		-	-
	Provision for doubtfull debts (w-back)		-	-
V.	**Profit before tax (III - IV)**		**(841.38)**	**23.29**
VI.	**Tax expense:**			
	(1) Current tax	27	-	6.05
	(2) Deferred tax		(212.66)	(0.06)
	Profit(Loss) from the perid from continuing operations		**(628.72)**	**17.30**
	Other comprehensive income:		-	-
	(i) Items that will not be reclassified to Statement of Profit and Loss		-	-
	(ii) Income tax relating to items that will not be reclassified to Statement of Profit and Loss		-	-
	(iii) Items that will be reclassified to Statement of Profit and Loss		-	-
	(iv) Income tax relating to items that will be reclassified to Statement of Profit and Loss		-	-
	Total comprehensive income for the year		-	-
VII.	**Profit/(Loss) for the period (V - VI)**		**(628.72)**	**17.30**
VII.	**Earning per equity share:**			
	(1) Basic		(0.6192)	0.0023
	(2) Diluted		(0.6192)	0.0023

See accompanying notes forming Part of Financial Statement
As per our report of even date attached

for Motilal & Associates LLP
Chartered Accountants
ICAI FRN : 106584W/W100751

For and on Behalf of the Board of Directors of
RAJNISH WELLNESS LIMITED
CIN: L52100MH2015PLC265526

Sd/-
Rishabh Jain
(Partner)
Membership No. 179547

Sd/-
Rajnish Kumar Singh
Managing Director
DIN: 07192704

Sd/-
Monam Kapoor
Director

Place : Mumbai
Date : 30/05/2026

Sd/-
Anupma Kashyap
Company Secretary

Sd/-
Mihir Patwa
CFO

RAJNISH WELLNESS LIMITED

CIN: L52100MH2015PLC265526

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31st MARCH, 2026

(Rupees in Lacs)

SR. NO	PARTICULARS	YEAR ENDED 31.03.2026	YEAR ENDED 31.03.2025
A)	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net Profit before tax	**(841.38)**	**23.29**
	Adjustments To Reconcile Profit Before Tax To Net Cash Inflow		
	Depreciation	1.95	2.39
	Other Non Cash Items	970.12	-
	Interest Paid	0.46	27.40
	Operating Profit Before Working Capital Changes	**131.14**	**53.08**
	Add :		
	(Increase)/Decrease in Trade Receivables	(232.73)	697.09
	(Increase)/Decrease in Other Non-Current Assets	(3.01)	(6.05)
	(Increase)/Decrease in Inventories	(327.97)	(60.42)
	(Increase)/Decrease in Other Current Asset	(318.49)	(52.59)
	Increase/(Decrease) in Other Non Current Liabilities	6.05	61.45
	Increase/(Decrease) in Trade Payables	(116.28)	(1,126.24)
	Increase/(Decrease) in Other current liabilities	2.21	46.65
	Increase/(Decrease) in Short term Provision	(6.05)	(31.53)
	Cash Generated From Operations	**(865.14)**	**(418.57)**
	Net cash before Extra ordinary Items		
	Less: Taxes paid		6.05
	Net Cash Flow From Operating Activities (A)	**(865.14)**	**(424.62)**
B)	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Loans and Advances Given	(261.02)	1,265.47
	Investment Made	(423.66)	(330.84)
	Sale / Purchase of PPE	(2.25)	(0.88)
	Net cash flow from investing activities (B)	**(686.93)**	**933.76**
C)	**CASH FLOW FROM FINANCING ACTIVITIES**		
	(Increase)/Decrease in Long term loan & advances Given	-	-
	Increase/(Decrease) in Borrowings	(0.65)	(474.86)
	Increase/(Decrease) in Other Financial liability	3.99	9.16
	Finance cost	(0.46)	(27.40)
	Issue of shares on right basis	2,468.73	
	Share premium received from proceed from Issue of Share Warrants		
	Net Cash From Financing Activities (C)	**2,471.61**	**(493.11)**
	Net Increase /(Decrease) In Cash & Cash Equivalents (A+B+C)	**919.55**	**16.03**
	Cash & Cash Equivalents As At Year Beginning	39.53	23.50
	Cash & Cash Equivalents As At Year Closing	959.08	39.53
	Net Increase/(Decrease) As Disclosed Above	**919.55**	**16.03**

See accompanying notes forming Part of Financial Statement
As per our report of even date attached

for Motilal & Associates LLP **Chartered Accountants** **ICAI FRN : 106584W/W100751**	**For and on Behalf of the Board of Directors of** **RAJNISH WELLNESS LIMITED** **CIN: L52100MH2015PLC265526**	
Sd/- **Rishabh Jain** **(Partner)** **Membership No. 179547**	**Sd/-** **Rajnish Kumar Singh** Managing Director DIN: 07192704	**Sd/-** **Monam Kapoor** Director
Place : Mumbai **Date : 30/05/2026**	**Sd/-** **Anupma Kashyap** Company Secretary	**Sd/-** **Mihir Patwa** CFO

RAJNISH WELLNESS LIMITED

CIN: L52100MH2015PLC265526

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31st MARCH, 2026

A. EQUITY SHARE CAPITAL

(Rupees in Lakhs)

Particulars	Balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the end of the reporting period
Equity shares of Rs.1 each	7,684.75	2,469	10,153.48

B. OTHER EQUITY

	Reserves and Surplus			Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings	
Balance at the beginning of the reporting period	-	495.11	236.36	**731.47**
Total Comprehensive Income for the year	-	-	(628.72)	**(628.72)**
Other Adjustments	-	-	-	-
Transfer to retained earnings	-	-	-	-
Balance at the end of the reporting period	**-**	**495.11**	**(392.37)**	**102.74**

See accompanying notes forming Part of Financial Statement
As per our report of even date attached

for Motilal & Associates LLP
Chartered Accountants
ICAI FRN : 106584W/W100751

Sd/-
Rishabh Jain
(Partner)
Membership No. 179547

Place : Mumbai
Date : 30/05/2026

For and on Behalf of the Board of Directors of
RAJNISH WELLNESS LIMITED
CIN: L52100MH2015PLC265526

Sd/-
Rajnish Kumar Singh
Managing Director
DIN: 07192704

Sd/-
Monam Kapoor
Director

Sd/-
Anupma Kashyap
Company Secretary

Sd/-
Mihir Patwa
CFO

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2026.

1. **Basis of Preparation & Measurement of Financial Statements**

These financial statements have been prepared in accordance with Indian Accounting standards (hereinafter referred to as the 'Ind AS') notified by the Ministry of Corporate Affairs under section 133 of the Companies Act, 2013 ('Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and the relevant provisions of the Act.

Accordingly, the Company has prepared these Financial Statements which comprise the Balance Sheet as at 31 March, 2026, the Statement of Profit and Loss for the year ended 31 March 2026, the Statement of Cash Flows for the year ended 31 March 2026 and the Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information (together hereinafter referred to as 'financial statements').

These Financial Statements were approved by the Board of Directors and authorised for issue on 30th May, 2026.

The financial statements have been prepared on an accrual system, based on the principle of going concern and under the historical cost convention, unless otherwise stated.

The Financial Statements have been presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded off to the nearest rupee, unless otherwise stated.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2. **Significant Accounting Policies:**

The principal accounting policies adopted in the preparation of the financial statements are set out below. The policies have been consistently applied to all years presented, unless otherwise stated. The presentation of financial statements requires the use of certain accounting estimates. The areas where significant judgments and estimates have been made in preparing the financial statements and their effects are disclosed.

A. Property Plant & Equipment:

(a) Initial Measurement & Recognition

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of an item of Property, plant and equipment comprises its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the assets to its working condition for its intended use with any trade discounts or rebates being deducted in arriving at purchase price. Cost of the assets also includes interest on borrowings attributable to acquisition, if any, of qualifying fixed assets incurred up to the date the asset is ready for its intended use.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of Property, plant and equipment.

Cost of Property, plant and equipment not ready for intended use as on the balance sheet date, is disclosed as capital work in progress. Advances given towards acquisition of property, plant and equipment outstanding at each balance sheet date are disclosed as Capital Advances under Other non-current Assets.

Any gain or loss on disposal of an item of property plant and equipment is recognised in statement of profit and loss.

(b) Subsequent expenditure

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

(c) Depreciation:

Depreciation is provided based on estimated useful life prescribed under Schedule II to the Companies Act, 2013 on Written down Value Method. Depreciation on assets added/disposed off during the year is provided on pro-rata basis from the date of addition or up to the date of disposal, as applicable.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

B. Inventories

Inventories are valued at the lower of cost and net realisable value. Cost is computed on a weighted average basis. Cost of finished goods and work-in-progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

C. Cash and Cash Equivalents

Cash and cash equivalents are short-term (three months or less from the date of acquisition), highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

D. Financial Instruments:

(A) Financial Assets

Recognition and measurement

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument. On initial recognition, a financial asset is recognised at fair value, in case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost is recognised in the statement of profit and loss. In other cases, the transaction costs are attributed to the acquisition value of the financial asset.

Financial assets are subsequently classified as measured at

- amortised cost
- Fair value through profit and loss (FVTPL)
- Fair value through other comprehensive income (FVOCI)

(a) **Measured at amortised cost:** Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortized cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any, is recognised in the Statement of Profit and Loss.

(b) **Measured at fair value through other comprehensive income:** Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On de-recognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

(c) **Measured at fair value through profit or loss:** A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

Trade Receivables and Loans:

Trade receivables and loans are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

Equity Instruments:

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company is recognized at the proceeds received, net of direct issue costs.

All investments in equity instruments classified under financial assets are subsequently measured at fair value. Equity instruments which are held for trading are measured at FVTPL. For all other equity instruments, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument shall be recognized as 'other income' in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognized in OCI. Amounts recognized in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

De-recognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Impairment of Financial Assets

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financials assets in FVTPL category. For financial assets other than trade receivables, as per Ind AS 109, the Company recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall. The impairment losses and reversals are recognised in Statement of Profit and Loss, if any.

(B) Financial Liabilities:

Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest method.

Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss is measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

De-recognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

E. Provisions and Contingent Liabilities

Provisions are recognised when the Company:

(a) has a present obligation (legal or constructive) as a result of a past event,
(b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and
(c) a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.
There are no contingent liabilities which have been identified during the year.

F. Revenue Recognition

Revenue is recognized, net of sales related taxes, when persuasive evidence of an arrangement exists, the fees are fixed or determinable, the product is delivered or services have been rendered and collectability is reasonably assured.

The Company considers the terms of each arrangement to determine the appropriate accounting treatment. Theatrical -Contracted minimum guarantees are recognized on the theatrical release date. The Company's share of box office receipts in excess of the minimum guarantee is recognized at the point they are notified to the Company.

Revenue from operations includes sale of goods and services measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates and excluding taxes or duties collected on behalf of the government. In respect of films produced / co-produced / acquired, revenue is recognised in accordance with the terms and conditions of the agreements on or after the first theatrical release of the films.

G. Other Income

Interest income is recognised/ accounted on accrual basis. Dividend Income on investments is recognised for when the right to receive the dividend is established. Interest on Investments is recognised on a time proportion basis taking into account the amounts invested and the rate of interest.

H. Employee benefits/ Retirement Benefits:

Employee benefits include provident fund, superannuation fund, gratuity fund, compensated absences, long service awards and post-employment medical benefits.

Short-Term Obligation:
Short-term employee benefits like salaries, wages, bonus and welfare expenses payable wholly within twelve months of rendering the services are accrued in the year in which the associated services are rendered by the employees and are measured at the amounts expected to be paid when the liabilities are settled.

Long-Term Obligation
Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the Balance Sheet date less the fair value of the plan assets out of which the obligations are expected to be settled. Long Service Awards are recognised as a liability at the present value of the defined benefit obligation as at the Balance Sheet date.

Defined Contribution Plans
Contributions to defined contribution schemes such as employee’s state insurance, labour welfare fund, superannuation scheme, employee pension scheme etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Company’s provident fund contribution, in respect of certain employees, is made to a government administered fund and charged as an expense to the Statement of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Company has no further defined obligations beyond the monthly contributions.

I. Impairment Of Non-Financial Assets:

Assessment for impairment is done at each Balance Sheet date as to whether there is any indication that a non-financial asset maybe impaired. If any indication of impairment exists, an estimate of the recoverable amount of the individual asset/cash generating unit is made. Asset/cash generating unit whose carrying value exceeds their recoverable amount are written down to the recoverable amount by recognising the impairment loss as an expense in the Statement of Profit and Loss. Recoverable amount is higher of an asset’s or cash generating unit’s fair value less cost of disposal and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life.

Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. An impairment loss recognised for goodwill is not reversed in subsequent periods.

J. Taxation:

Income tax expense for the year comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent it relates to a business combination or to an item which is recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable/receivable on the taxable income/ loss for the year using applicable tax rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years. Interest income/expenses and penalties, if any, related to income tax are included in current tax expense.

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is recognized using the tax rates enacted, or substantively enacted, by the end of the reporting period.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

K. Earnings Per Share

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

As Per our Report on Even Date	on Behalf of the Board	
For Motilal & Associates LLP Chartered Accountants ICAI FRN: 106584W/W100751	For **Rajnish Wellness Limited** (CIN: L52100MH2015PLC265526)	
Sd/- **Rishabh Jain** Partner ICAI MRN: 179547 UDIN: 26179547VKJJWK4216	Sd/- **Rajnishkumar Singh** Managing Director DIN: 07192704	Sd/- **Monam Kapoor** Director
Place: Mumbai Date: 30/05/2026	Sd/- **Anupama Kashyap** CS	Sd/- **Mihir Patwa** CFO

Notes forming part of the financial statements

Note 3: Property, Plant & Equipment

Particulars	Computer	Motor Vehicle	Office Equipment	Mobile	Furniture & Fixtures	Total
Gross Carrying Amount March 31, 2025						
Opening Gross Carrying Amount	13.95	0.75	14.50	3.94	2.13	35.26
Additions	2.25					2.25
Disposals	-					-
Closing gross carrying amount	**16.20**	**0.75**	**14.50**	**3.94**	**2.13**	**37.51**
Accumulated Depreciation						
Opening Accumulated Depreciation	12.92	0.71	14.50	1.46	1.14	30.72
Depreciation charged during the year	1.23	0.01	-	0.45	0.26	1.95
Closing Accumulated Depreciation	**14.15**	**0.72**	**14.50**	**1.91**	**1.39**	**32.67**
Net carrying amount March 31, 2026	**2.05**	**0.03**	**-**	**2.03**	**0.73**	**4.84**
Net carrying amount March 31, 2025	**1.03**	**0.04**	**-**	**2.48**	**0.99**	**4.54**

Gross Carrying Amount March 31, 2024						
Opening Gross Carrying Amount	13.40	0.75	14.50	3.94	1.80	34.39
Additions	0.56		-		0.32	0.88
Disposals	-	-				-
Closing gross carrying amount	**13.95**	**0.75**	**14.50**	**3.94**	**2.12**	**35.27**
Accumulated Depreciation						-
Opening Accumulated Depreciation	11.45	0.69	14.50	0.88	0.82	28.33
Depreciation charged during the year	1.47	0.02	-	0.58	0.32	2.39
Closing Accumulated Depreciation	**12.92**	**0.71**	**14.50**	**1.46**	**1.14**	**30.73**
Net carrying amount March 31, 2025	**1.03**	**0.04**	**-**	**2.48**	**0.99**	**4.54**
Net carrying amount March 31, 2024	**1.94**	**0.06**	**-**	**3.06**	**0.99**	**6.05**

Note 4 :- Loans & Advances

Particulars	As at 31-03-2026	As at 31-03-2025
Loans & Advances	1,320.01	1,058.99
Total	**1,320.01**	**1,058.99**

Note 5 :- Investments

Particulars	As at 31-03-2026	As at 31-03-2025
FD with Bank	754.50	330.84
Total	**754.50**	**330.84**

Rajnish Wellness
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Note 6 :- Other non-current assets

Particulars	As at 31-03-2026	As at 31-03-2025
Deposit	60.69	57.68
Advance Tax & TDS	-	-
Prepaid Expense	130.44	130.44
Misc Exp	10.83	10.83
Total	**201.95**	**198.94**

Note 7 :- Inventories

Particulars	As at 31-03-2026	As at 31-03-2025
Finished goods	1,315.15	987.18
Total	**1,315.15**	**987.18**

Note 8 :- Trade Receivables (Current)

Particulars	As at 31-03-2026	As at 31-03-2025
Unsecured		
Considered good	1,931.13	2,668.52
Considered doubtful	-	-
Less: Allowance for bad and doubtful debts	-	-
Total	**1,931.13**	**2,668.52**
Further classified as:		
Receivable from related Parties	-	-
Receivable from Other	-	-
Total	1,931.13	2,668.52

The disclosure format of Debtors Ageing in the Schedule of Trade Receivable should be as follows:

a) Ageing of Trade Receivable as at 31st March 2026:						
Particulars	**Less than 6 months**	**6 months to 1 year**	**1-2 Years**	**2-3 Years**	**3 Years or more**	**Total**
Undisputed Trade Receivable	1,017.29	715.90	89.86	42.59	17.46	1,883.09
Disputed Trade Receivable	4.16	18.75	14.59	8.75	1.79	48.04
b) Loss allowance as at 31st March 2026:						
Particulars	**Less than 6 months**	**6 months to 1 year**	**1-2 Years**	**2-3 Years**	**3 Years or more**	**Total**
Undisputed Trade Receivable						
-Expected Loss Rate (%)						
-Expected Credit Losses						
Disputed Trade Receivable						
-Expected Loss Rate (%)						
-Expected Credit Losses						
Carrying Amount Trade Receivables (net of impairment)						

Note 9 :- Cash and Cash Equivalents

Particulars	As at 31-03-2026	As at 31-03-2025
Balances With Banks	938.05	16.28
Bank OD	-	0.06
Cash on hand	21.03	23.19
Total	**959.08**	**39.53**

Note 10 :- Other current assets

Particulars	As at 31-03-2026	As at 31-03-2025
Advance to Creditors	1,337.55	1,040.25
Deposit (Repayable on Demand)	2,707.58	2,707.58
TCS Receivable	1.29	1.29
TDS Receivable	33.73	14.74
GST Receivable	73.62	73.62
TDS on Interest Income	-	0.59
Interest Income Receivable	4.52	1.73
Total	**4,158.29**	**3,839.80**

Note 11 :- Share Capital

Particulars	As at 31 March 2026		As at 31 March 2025	
	No of Shares	Amount	No of Shares	Amount
Authorised Share Capital :				
Equity shares of Rs 1/- each	1,30,00,00,000	13,000	1,00,00,00,000	10,000
Issued, Subscribed and fully paid up				
Equity shares of Rs 1/- each fully paid up	1,01,53,47,488	10,153.47	76,84,74,660	7,684.75

Terms / Rights attached to equity shares

The Company has only one class of equity share having par value of Rs 1 per share. Each holder of equity share is entitled to one vote per share held. All the equity shares rank pari passu in all respects including but not limited to entitlement for dividend, bonus issue and rights issue. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all liabilities in proportion to their shareholding.

Details of Promoter holding equity shares of the Company

Shares held by Promoter at the end of the year			% Change in shareholding during the year
Sl. No.	Promoter Name	No. of shares	4%
1	Rajnish Kumar Singh	9,30,20,611	

Details of shareholders having more than 5% of the total equity shares of the Company

Class of shares/Name of shareholder	As at 31 March 2026		As at 31 March 2025	
	No of Shares	% Held	No of Shares	% Held
Rajnish Kumar Singh	9,30,20,611.00	9.16%	5,69,51,395	7.41%

Reconciliation of number of shares outstanding and amount at the beginning and at the end of the year

Particulars	As at 31 March 2026		As at 31 March 2025	
	No of Shares	Amount	No of Shares	Amount
Outstanding at the beginning of the year	76,84,74,660	7,684.75	76,84,74,660	7,684.75
Add: Issued during the year	24,68,72,828	2,468.73	-	-
Outstanding at the end of the year	1,01,53,47,488	10,153.47	76,84,74,660	7,684.75

Note 12 :- Other Equity

Particulars	As at 31-03-2026	As at 31-03-2025
Share Premium Account		
Balance at the beginning of the year	495.11	495.11
Add: Addition during the Year	-	-
Less: Capitalisation for issue of Bonus Share	-	-
Balance at the end of the year	495.11	495.11
Retained Earnings		
Balance at the beginning of the year	236.36	219.06
Add: Profit for the year	(628.72)	17.30
Less: SA Tax AY 22-23	-	-
Balance at the end of the year	(392.37)	236.36
Total	**102.74**	**731.47**

Note 13 :- Borrowings (Non Current)

Particulars	As at 31-03-2026	As at 31-03-2025
Unsecured		
- From others	16.91	17.56
- From Bank		
Total	**16.91**	**17.56**
Secured		
- From Bank	-	-
~ Working Capital Term Loan	-	-
- From others	-	-
Total	-	-
Total (Unsecured + Secured)	16.91	17.56

Note 14 :- Deferred Tax Liability

Particulars	As at 31-03-2026	As at 31-03-2025
Deferred Tax Liabilities		
Difference between carrying amounts of Right of Use Assets	-	-
On fair valuation of financial assets and financial liabilities	-	-
Gross Deferred tax liabilities	-	-
Deferred tax Assets	-	-
On account of lease liabilities	-	-
On account of Security Deposit	-	-
On account of trade payable	-	-
On account of carrying amounts of Property, Plant & Equipment	(0.83)	0.07
On account of losses	(211.76)	-
Gross Deferred tax assets	**(212.59)**	**0.07**
Net Deferred Tax Assets	**(212.59)**	**0.07**
Reconciliation of deferred tax liabilities/(deferred tax assets) (net):		
Particulars	-	-
Opening Deferred Tax Assets	0.07	0.13
Less: Amount to be provided during the year	212.66	0.06
Closing Deferred Tax Assets	**(212.59)**	**0.07**

Note: The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Note 15 :- Other Non Current Liabilities

Particulars	As at 31-03-2026	As at 31-03-2025
Provision for Income Tax for A Y 2023-24	17.13	17.13
Provision for Taxation (A.Y. 19-20)	166.93	166.93
Provision for IT AY 24-25	61.45	61.45
Provision for IT AY 25-26	6.05	-
Total	**251.57**	**245.51**

Note 16 :- Trade Payable

Particulars	As at 31-03-2026	As at 31-03-2025
Total outstanding dues of micro enterprises and	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	266.02	382.31
Total	266.02	382.31

Ageing of Trade Payable as at 31st March 26:						
Particulars	Less than 6 months	6 months to 1 year	1-2 Years	2-3 Years	3 Years or more	Total
Disputed Trade Payable						
- MSME						
- Others						
Undisputed Trade Payable						
- MSME	-	-	-	-	-	
- Others	89.06	62.59	51.26	38.52	24.59	266.02

Note 17 :- Borrowings (Current)

Particulars	As at 31-03-2026	As at 31-03-2025
Secured		
Cash Credit	-	-
Working Capital Term Loan	-	-
Total	-	-

Note 18 :- Other Financial Liability

Particulars	As at 31-03-2026	As at 31-03-2025
Creditors for expense		-
TDS Payable	13.14	8.76
TCS on purchase payable	0.01	0.01
TCS on Sales	-	0.39
Professional Tax Payable	-	-
Total	**13.15**	**9.16**

Note 19 :- Other current liabilities

Particulars	As at 31-03-2026	As at 31-03-2025
Creditors for expense	6.74	3.37
Professional Tax Payable	-	-
Statutory Dues	46.94	48.10
Total	**53.68**	**51.47**

Note 20 :- Short Term Provisions

Particulars	As at 31-03-2026	As at 31-03-2025
Provision for Taxes	-	6.05
Total	**-**	**6.05**

Note 21 :- Revenue From Operations

Particulars	As at 31-03-2026	As at 31-03-2025
Sale of Goods	14,175.23	4,856.11
Health check up service	-	-
Total	14,175.23	4,856.11

Note 22 :- Other Income

Particulars	As at 31-03-2026	As at 31-03-2025
Loan Settlement	-	8.74
Discount Receieved	-	0.18
Interest received	60.51	7.22
Commission Income	21.87	36.24
Total	**82.39**	**52.37**

Note 23 :- Purchases of Stock-in-Trade

Particulars	As at 31-03-2026	As at 31-03-2025
Purchase	14,116.93	4,632.52
Total	**14,116.93**	**4,632.52**

Note 24 :- Employee benefits expense

Particulars	As at 31-03-2026	As at 31-03-2025
Salaries and wages	147.97	68.74
Directors Remuneration	22.80	22.78
Staff Welfare	1.41	2.20
Total	172.18	93.72

Note 25 :- Finance costs

Particulars	As at 31-03-2026	As at 31-03-2025
Bank Charges	0.46	0.68
Processing Fees	-	-
Interest Expense	-	26.72
Total	0.46	27.40

Note 26 :- Other expenses

Particulars	As at 31-03-2026	As at 31-03-2025
Appeal Fees	0.10	-
Audit Fees	1.24	1.15
Advertisement Expense	33.92	46.80
Brokerage & Commisision	25.18	44.69
Courier Exp	2.29	-
Discount Allowed	-	0.18
Freight Expense	-	-
Electricity Expense	1.85	1.78
Miscellaneous Expenses	56.84	15.22
GST Paid (GST Audit)	-	-
Interest paid on delay in payment of IT	-	-
Income Tax for AY 25-26	0.10	-
Interest on Late Payment of TDS	0.00	-
Legal Fees	4.47	5.83
MCA Fees	-	0.10
ROC Expenses	8.12	0.73
Reimbursement Expenses	-	6.00
Packing Material	-	-
Health Care exp	-	-
Repair & Maintenance	0.75	0.21
Rent Exp	29.01	28.47
Travelling Expenses	0.20	-
Transportation Charges	1.26	0.59
Contract Charges	-	-
Service Charges	-	20.00
Sundry Balance Written off	970.12	17.84
Total	1,135.46	189.59

Breakup of Auditor's Remuneration

Particulars	As at 31-03-2026	As at 31-03-2025
Certification and Tax Consultancy	-	-
Statutory Audit	1.24	1.15
Tax Audit	-	-
GST Audit	-	-
Total	1.24	1.15

Note 27 :- Income Tax and Deferred Tax

Particulars	As at 31-03-2026	As at 31-03-2025
a) Tax Expense:		
The major components of income tax expense for the year ended:		
Statement of profit and loss:		
Profit or loss Section:		
Current Income Tax:		
Current Income Tax Charge	-	6.05
(Excess)/Short provision for tax relating to prior year	-	-
Deferred Tax:		
Relating to origination and reversal of temporary differences	(212.66)	(0.06)
Deferred Tax impact on Right of Use Assets		
Income Tax Expense reported in the Statement of Profit or loss	**(212.66)**	**5.99**
OCI Section:		
Deferred tax related to items recognised in OCI during the year:	-	-
Net loss/(gain) on remeasurement of defined benefit plans	-	-
Income tax charge to OCI	-	-
Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for:		
1.Accounting profit before income tax net total income (PBT)	(841.38)	23.29
2.Tax on accounting profit at statutory income tax rate		6.05
31st March 25: 26%		
31st March 24: 26%		
3.(Excess)/Short provision for tax relating to prior year	-	-
4.Income Exempt from Tax/Items not deductible	-	-
5.Deferred Tax on Other Adjustments	(212.66)	(0.06)
Relating to origination and reversal of temporary		
differences		
6.At the effective income tax rate	(212.66)	5.99
31st March 25: 25.72%		
31st March 24: 28.53%		
7.Tax Expense reported in the Statement of profit or loss	**(212.66)**	**5.99**

28. Micro, Small and Medium Enterprises: None of the parties are identified as being registered under the Micro, Small and Medium enterprises Development Act,2006 ("MSME Act") on the basis of information available with the Company. Hence the disclosure as per MSME Act is not applicable to the Company. The same has been relied upon by the auditors.

29. In the opinion of the management, the current assets, loans and advances have the values on realization in the ordinary course of business at least equal to the amounts at which they are stated in the balance sheet except the trade receivables and loans and advances which falls under management's policy for bad and doubtful debts as taken in the previous years.

30. Closing Balances are relied upon as per books of accounts wherever the confirmations from debtors and creditors are not available. Debtors and Creditors Balances are subject to Confirmation. Debtors & Creditors Balances are as per Management representation and relied upon by the auditors

31. The Company has not made any transaction with the struck off companies during the previous Year.

32. The Company does not have any Virtual Currency / Crypto Currency during the previous Year.

33. As certified by the Management there is no obligation in respect of gratuity and leave encashment during the year. The same is relied upon by the Director.

34. The Company does not have any pending creation of charge and satisfaction as well as registration with ROC.

35. No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

36. There is no "undisclosed income" which has been reported by the Company during the assessment.

37. No funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

38. No funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

39. As per sec 135 of the Companies Act, 2013, Companies are required to spend 2% of there Net profits over the three immediately preceding financial years as Corporate Social Responsibility. Since the company has not fulfiled the conditions laid down in Sec 135 thus CSR is not Applicable to the Company.

40. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

41. The Company does not have any immovable property, hence no disclosure regarding title deeds of Immovable Property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) is required to be disclosed.

42. During the year, the Company has not revalued its Property, Plant and Equipment (including Right-of-Use Assets).

43. The company does not hold any intangible assets during the year March 31, 2026.

Note 44 :- Financial Ratios

Particulars	Formula	31st March, 2026	31st March, 2025	Change	Where the change between the ratios of Current Year and Previous Year exceeds 25%, the Management has provided following explanation for the same
(a) Current Ratio,	Current Assets/Current Liablity	25.13	16.78	49.73%	Same is due to Loans and Advance given during the year and also increases in cash & cash equivalents
(b) Debt-Equity Ratio,	Total Debt/Shareholder's Equity	0.0016	0.0021	-20.98%	Same is due to reduction in borrowings
(c) Debt Service Coverage Ratio,	Net Operating Income/Debt Service	-	-		NA
(d) Return on Equity Ratio,	Net Profit/Shareholder's Equity	(0.06)	0.00	-3082.88%	Same is primarily due to the reporting a net loss during the current year
(e) Inventory turnover ratio,	COGS/Average Inventory	11.98	4.78	150.71%	Same is due to increase in stock and Sales.
(f) Trade Receivables turnover ratio,	Net credit Sales/Average Trade Receivables	6.16	1.61	282.94%	Same is due to increase in sales
(g) Trade payables turnover ratio,	Total Purchases/Average Trade payables	43.55	4.90	788.76%	Same is due to increase in purchases.
(h) Net capital turnover ratio,	Net Sales/Capital Employed*	1.38	0.58	139.64%	Same is due to increase in sales
(i) Net profit ratio,	Net Profit/Net Sales	(0.04)	0.00	-1345.28%	Same is due to increase in sales and net loss
(j) Return on Capital employed,	EBIT(1-t)/Capital Employed	(0.08)	(0.00)	16683.80%	Same is due to primarily attributable to the negative EBIT during the current year, resulting in a negative return on the capital employed.
(k) Return on investment.	Net Profit/Investments*100	-83%	5%	-1693.92%	Same is due to significant decrease is primarily due to a net loss during the current year

Where,
Shareholder's Equity = Equity Share Capital + Reserve and Surplus
EBIT = Earning before interest and Tax
Capital Employed = Share holder's Equity + Long term debt
Net Assets = Total Assets - Current Liability

Note 45 :- Related Party Transactions & Related Party Disclosures under Ind AS-24 “Related Party"

As per Indian Accounting standard 24 “Related Party Disclosures” the Company’s related parties and transactions with them are disclosed below.

A) Directors, Key Management Personnel (KMP) & relatives of KMP

	Name of Related Party	Relation with company
1	Monam Kapoor	Non executive / Independent Director
2	Anupma Kashyap	Company Secretary & Compliance Officer
3	Rajnishkumar Surendraprasad Singh	Managing Director / Executive Director
4	Mihir Patwa	Chief Financial Officer (CFO)
5	Preeti	Non executive / Independent Director
6	Swati Jain	Non executive / Independent Director
7	Saloni Mehra	Non executive / Non-Independent Director
8	Rajnish Retail Limited	Promoter exercises Control

B) Transactions during the year (Rupees in Lakhs)

Nature of Transaction	As on 31st March 2026	As on 31st March 2025
Rajnish Retail Limited (Sheetal Diamonds)		
Loan Taken	1,217.75	828.19
Loan Repayment	1,427.54	618.41
Rajnishkumar Surendraprasad Singh		
Director Remuneration	22.80	22.80
Profession Tax	0.03	0.03
Mihir Patwa		
Remuneration To CFO	24.10	21.60
Profession Tax	0.03	0.03
Anupma Kashyap		
Salary Expense	1.91	1.76
Profession Tax	0.03	0.03
Rajnishkumar Surendraprasad Singh		
Loans & Advances taken by Company	380.00	683.69
Repayment	380.00	683.69
Mihir Patwa		
Loans & Advances Given by Company	144.19	92.70
Repayment	144.19	105.73
Sanjjari Kashyap		
Repayment of Loan Given	-	6.00
Repayment	-	-

C) Outstanding balances as on 31st March 202 (Rupees in Lakhs)

Nature of Transaction	Amount
Loans & Advances Given by Company	
Rajnish Retail Limited (Sheetal Diamonds)	-
	(209.78)
Loans taken from Director	
Rajnishkumar Surendraprasad Singh	-
	-
Salary Expense	
Anupma Kashyap	0.16
	(0.15)
Director Remuneration	
Rajnishkumar Surendraprasad Singh	0.70
	(1.90)
Remuneration to CFO	
Mihir Patwa	2.37
	(1.17)
Loans & Advances Given by Company	
Mihir Patwa	-
	-

***Figures in brackets pertains to previous year.**

Note 46 :- Capital Management

The company's objectives when managing capital are to

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-today needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets.

The management monitors the return on capital as well as the level of dividends to shareholders. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

Particulars	**31st March 2026**	**31st March 2025**
A. Total Equity	10,256.22	8,416.21
B. Net Debt (Total borrowings including	-942.17	-21.97
C. Total Capital (Borrowings & Equity) (A-	11,198.39	8,438.19
Gearing Ratio (B/C) (%)	**-8%**	**-0.26%**

Note 47 :- Fair value measurements

<u>Financial instruments by category:</u>

31-Mar-26

	Carrying Value				Fair Value hierarchy			
Particulars	**FVTPL**	**FVTOCI**	**Amortised Cost**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial Assets								
(i) Investments	-	-	754.50	754.50	-	-	-	-
(ii) Trade Receivable	-	-	1,931.13	1,931.13	-	-	-	-
(iii) Cash and Cash Equivalents	-	-	959.08	959.08	-	-	-	-
(iv) Loans	-	-	1,320.01	1,320.01	-	-	-	-
TOTAL	**-**	**-**	**4,210.22**	**4,210.22**	-	-	-	-
Financial Liabilities								
(i) Trade Payables	-	-	266.02	266.02	-	-	-	-
(ii) Current Borrowings	-	-	-	-	-	-	-	-
TOTAL	**-**	**-**	**266.02**	**266.02**	-	-	-	-

31-Mar-25

	Carrying Value				Fair Value hierarchy			
Particulars	**FVTPL**	**FVTOCI**	**Amortised Cost**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial Assets								
(i) Investments	-	-	330.84	330.84	-	-	-	-
(ii) Trade Receivable	-	-	2,668.52	2,668.52	-	-	-	-
(iii) Cash and Cash Equivalents	-	-	39.53	39.53	-	-	-	-
(iv) Loans	-	-	1,058.99	1,058.99	-	-	-	-
TOTAL	**-**	**-**	**4,097.88**	**4,097.88**	-	-	-	-
Financial Liabilities								
(i) Trade Payables	-	-	382.31	382.31	-	-	-	-
(ii) Current Borrowings	-	-	-	-	-	-	-	-
TOTAL	**-**	**-**	**382.31**	**382.31**	-	-	-	-

The carrying amounts of trade receivables, cash and bank balances, current loans, current borrowings, and trade payables are considered to be approximately equal to the fair value.

I. Fair value hierarchy

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This section explains the judgements and estimates made in determining the fair values of the financial instruments that are

(a) recognised and measured at fair value and,

(b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the Indian accounting standard. An explanation of each level is as follows :

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. For example, listed equity instruments that have quoted market price.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the- counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

II. Valuation techniques used to determine fair value

Significant valuation techniques used to value financial instruments include:

• the fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date.

• The fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date

• Use of quoted market price or dealer quotes for similar instruments

• Using discounted cash flow analysis.

The fair values computed above for assets measured at amortised cost are based on discounted cash flows using a current borrowing rate. They are classified as level 2 fair values in the fair value hierarchy due to the use of unobservable inputs.

Note 48 :- Financial Risk Management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

A. Credit risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The company is exposed to credit risk from its operating activities (primarily for trade receivables and loans) and from its financing activities (deposits with banks and other financial instruments).

Credit risk management

Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments.

The Company's maximum exposure to credit risk as at 31st March, 2026 and 2025 is the carrying value of each class of financial assets.

i **Trade and other receivables**

Credit risk on trade receivables is limited based on past experience and management's estimate.

Ageing of trade and other receivables that were not impaired was as follows.

Carrying amount	**As at 31 March 2026**	**As at 31 March 2025**
Neither Past due nor impaired	-	-
Past due but not impaired	-	-
Past due more than 180 days	1,931.13	2,668.52
TOTAL	**1,931.13**	**2,668.52**

ii **Cash and Cash Equivalents**

The Company held cash and bank balance with credit worthy banks of Rs. 959.08 Lakhs at March 31, 2026 , and (Rs. 39.53 Lakhs at March 31, 2025). The credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks where credit risk is largely perceived to be extremely insignificant.

B. Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. For the Company, liquidity risk arises from obligations on account of financial liabilities – trade payables and borrowings.

Liquidity risk management

The Company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions. A material and sustained shortfall in our cash flow could undermine the Company's credit rating and impair investor confidence.

Maturities of non – derivative financial liabilities **(Rs. In Lakhs)**

Particulars	**As at 31 March 2026**		**As at 31 March 2025**	
	Less than 1 year	**More than 1 year**	**Less than 1 year**	**More than 1 year**
Financial Liabilities - Current				
i. Trade Payables	266.02	-	382.31	-
ii. Current Borrowings *	-	-	-	-
Total	**266.02**	**-**	**382.31**	**-**

C. Market risk

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments. The Company is exposed to market risk primarily related to interest rate risk and the market value of the investments.

i **Currency Risk**

The functional currency of the Company is Indian Rupee. Currency risk is not material, as the Company does not have any exposure in foreign currency.

Interest Rate Risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

According to the Company interest rate risk exposure is only for floating rate borrowings. Company does not have any floating rate borrowings on any of the Balance Sheet date disclosed in this financial statements.

iii **Price Risk**

Price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. It arises from financial assets such as investments in quoted instruments.

a Fair value sensitivity analysis for fixed rate Instruments

The Company does not account for any fixed rate financial assets or financial liabilities at fair value through Profit or Loss. Therefore, a change in interest rates at the reporting date would not affect Profit or Loss.

b Cash flow sensitivity analysis for variable rate Instruments

The company does not have any variable rate instrument in Financial Assets or Financial Liabilities.