

3rd ANNUAL REPORT

2017-18





FORWARD LOOKING STATEMENT

In this Annual Report, we have disclosed certain forward looking information to enable stakeholders to comprehend our prospects and take informed investment decision. This report and other statements "written or oral" that may contain forward looking statement that set out anticipated results based on management plans. We have tried whatever possible to identify such statements by using words such as "anticipates", "estimates", "expects", "projects", "believes", "plans" and words of similar substance in connection with any discussion of future performance. We undertake no obligation to publicly update any forward looking statement whether as a result of new information, future events or otherwise.

COMPANY INFORMATION

BOARD OF DIRECTOR

Mr. Rajnishkumar Surendraprasad Singh
Chairman & Managing Director

Miss. Shalini Vijendra Mishra
Whole-Time Director

Mr. Rohit Ranjan
Non-Executive Director

Mr. Madhukar Imade
Independent Director

Mr. Abhinandan Paliwal
Independent Director

CHIEF FINANCIAL OFFICER

Mr. Mihir Shrenik Patwa

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Ruchi Rushabh Saparia

AUDITORS

M/s. Pramod & Associates
Chartered Accountants, Mumbai.

WEBSITE

www.rajnishwellness.com

REGISTRAR SHARE TRANSFER AGENT

BIGSHARE SERVICES PRIVATE LIMITED
1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400059, Maharashtra, India.
Tel. No.: +91 40-67162222
Fax No.: +91 40-23431551
E-mail: charul@bigshareonline.com
Website: www.bigshareonline.com
Contact Person: Ms. CharulBhalla
SEBI Registration No.: INR000001385

BANKERS

IndusInd Bank Limited
Opera house Branch, Indusind House, 425, Dadasaheb Bhadkamkar Marg, Mumbai- 400004.

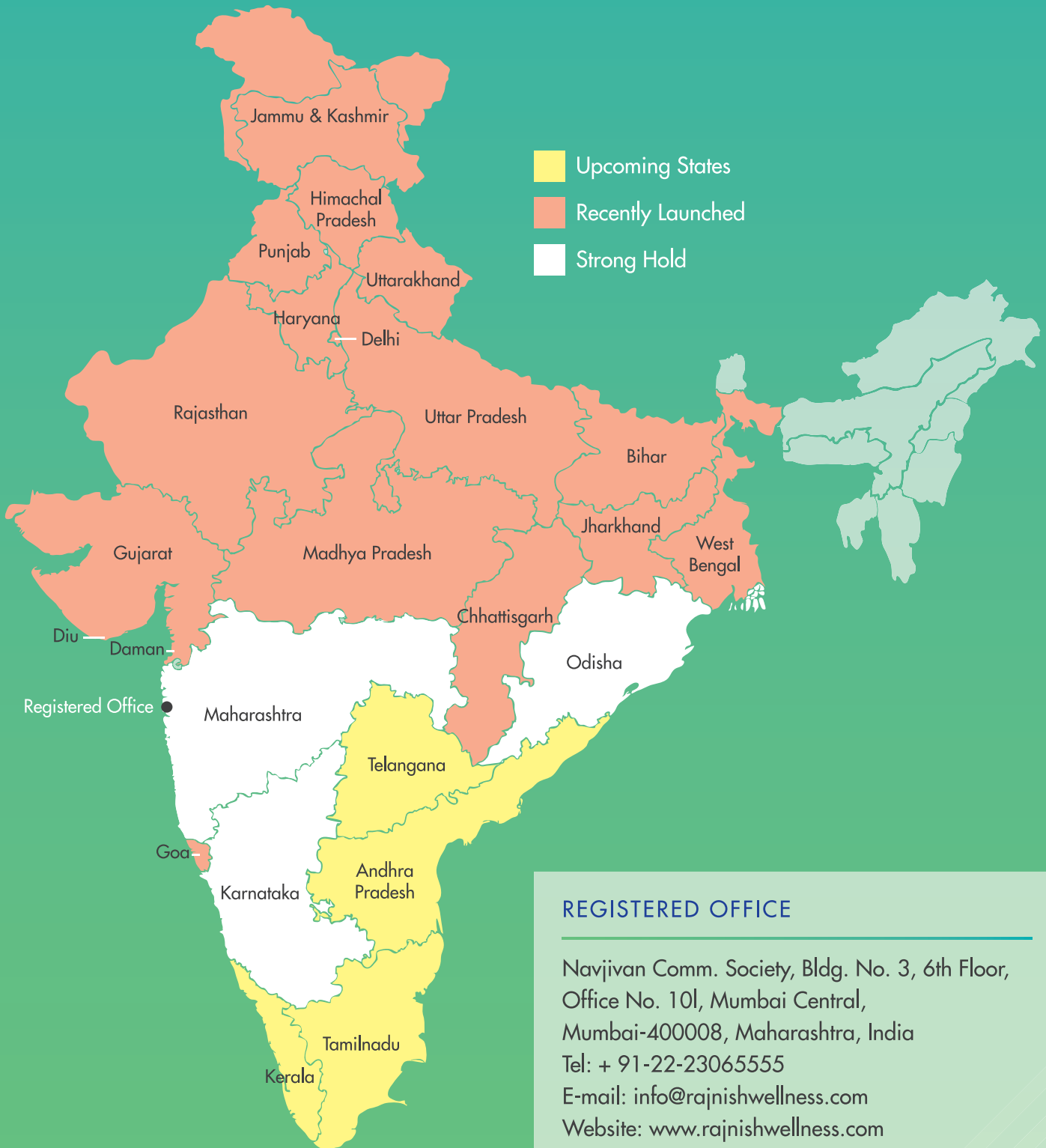
ICICI Bank
Maratha Mandir Annex, Dr. Anand Rao Nair Road, Opp. Mumbai Central Station, Mumbai - 400008.

Kotak Mahindra Bank
Shop No. 178/181, Bhaba Building, Tardeo Road, Tardeo, Mumbai - 400007.

LISTED ON

BSE
Bombay Stock Exchange of India Limited
(SME Platform)
P.J. Towers, Dalal Street, Mumbai - 400 001.

OUR PRESENCE



REGISTERED OFFICE

Navjivan Comm. Society, Bldg. No. 3, 6th Floor,
Office No. 101, Mumbai Central,
Mumbai-400008, Maharashtra, India
Tel: + 91-22-23065555
E-mail: info@rajnishwellness.com
Website: www.rajnishwellness.com

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MESSAGE FROM THE CHAIRMAN



Dear Shareholders,

I would like to begin with elaborating our Company's financial performance for the financial year 2018. This year has been an exciting one for our Company as we continued our growth trajectory with more focus on the bottom line of the financials. The key financials for the year recorded a 13.2% growth in the total income to INR 286.4 Mn from INR 252.9 Mn achieved in the last fiscal year. A ramp up in the business resulted in 285% growth in the net profits. The operating profits stood at INR 44.5 Mn for FY18.

Few trends which were observed in the sector during the year were, a rise in the rural consumption which drove the FMCG market, the FMCG market is expected to grow at 27.9% and is expected to reach INR 6240 Bn till 2020 which is currently at INR 3180 Bn. Indian healthcare sector, one of the fastest growing, is expected to advance at a CAGR of 22 per cent during 2016-2022 to reach INR 22320 Bn by 2022. Talking now about one of the most significant industry to us, there has been an exponential growth of Sexually Transmitted Diseases (STD) from 86 in 100,000 few centuries ago to 882 in 100,000 in 2015 and it is still growing. The role of contraceptives no longer remained confined to birth control but also extended to the prevention of sexually transmitted diseases and infections. Condoms have emerged as the most versatile and widely used contraceptive solutions in the last couple of decades. The usage of condom, which was at INR 357.6 Bn in 2015, is projected to reach INR 573 Bn by 2021, growing at a CAGR of 9.12% during the forecast period (Report of Beige

Market Intelligence on Global Condom Market). Energy capsule is expanding rapidly and getting very encouraging response.

I would like to explain briefly about the operations of our business. Our company is involved in the business of sexual wellness, personal and healthcare products. Our most significant product are energy capsules, as it has made the highest contribution to the total revenue. Our company have 18 products in the existing portfolio, but we are intending to contribute more focus on the branding and marketing of sexual wellness products and Rajnish lotion in personal care category in the next fiscal year. I would also like to convey that despite a decline in the advertisement expenses in FY18, the sales of the Company was not affected. We have created a strong presence in the states of Maharashtra, Odisha and Karnataka with these states generating the highest revenue as well. Our company have an asset-light model which reduces the burden of fixed overheads. Our company owns all the brands which command a strong recall value. 'PlayWin', the flagship brand of our company, has established itself as India's fastest growing brand in sexual wellness category. We have been aggressively marketing our brands across several regions of the country, establishing our brand name throughout.

Our company is exploring ethical market in sexual wellness and energy revitalization category. Recently our company has launched PlayWin spray in this category.

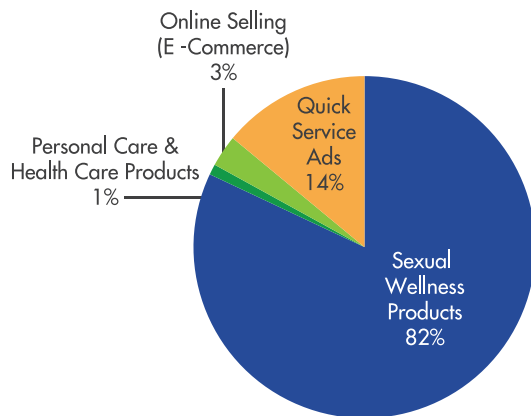
Going forward, we would like to deepen our presence in the domestic markets which includes the states of Uttar Pradesh, Bihar, Delhi, Jharkhand, Madhya Pradesh, Uttarakhand, Haryana and West Bengal. Continuous branding and marketing the Company's products are our central strategies. We endeavour to focus more on developing the markets for existing products and establishing their brand names.

In the coming years, we assure our valued shareholders that the Company is going see continuous growth. We look forward to your continued support and best wishes.

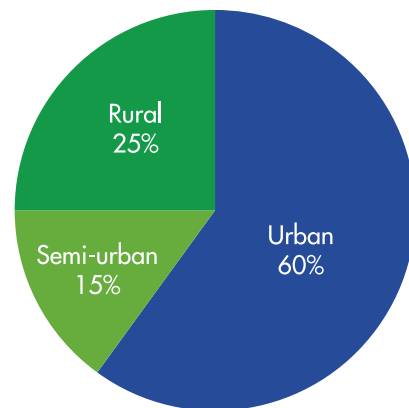
With best regards,
Mr. Rajnishkumar Surendraprasad Singh
Chairman & Managing Director

KEY HIGHLIGHTS

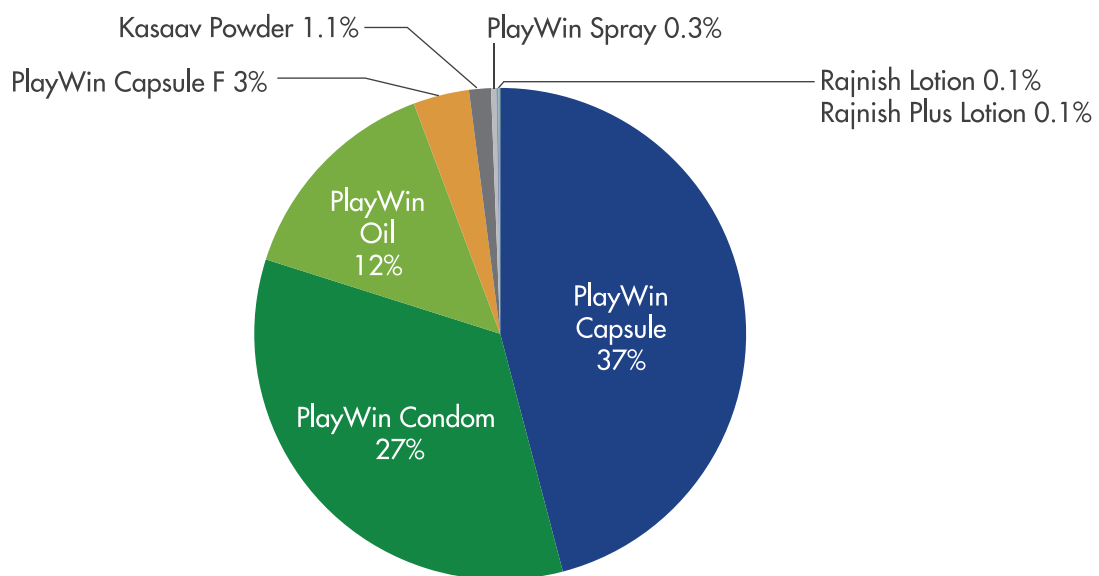
REVENUE MIX (FY18) (%)



GEOGRAPHICAL PRESENCE (FY18) (%)



REVENUE BREAKUP OF TOP 8 PRODUCTS % (FY18)



FY18 FINANCIALS

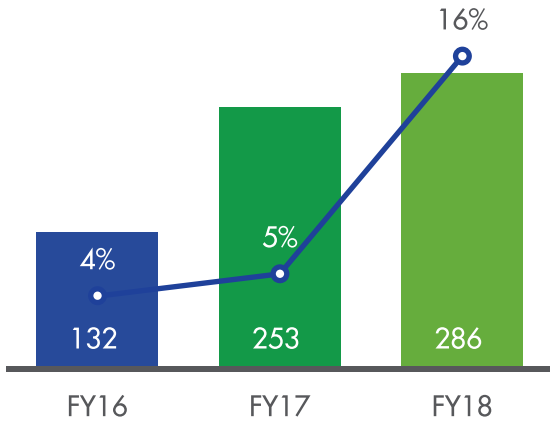
Income
INR 286.5 Mn

EBITDA
INR 44.50 Mn

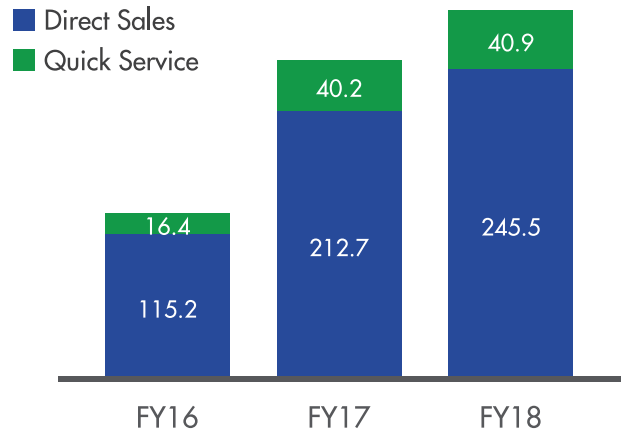
EBITDA Margins
15.53%

KEY HIGHLIGHTS

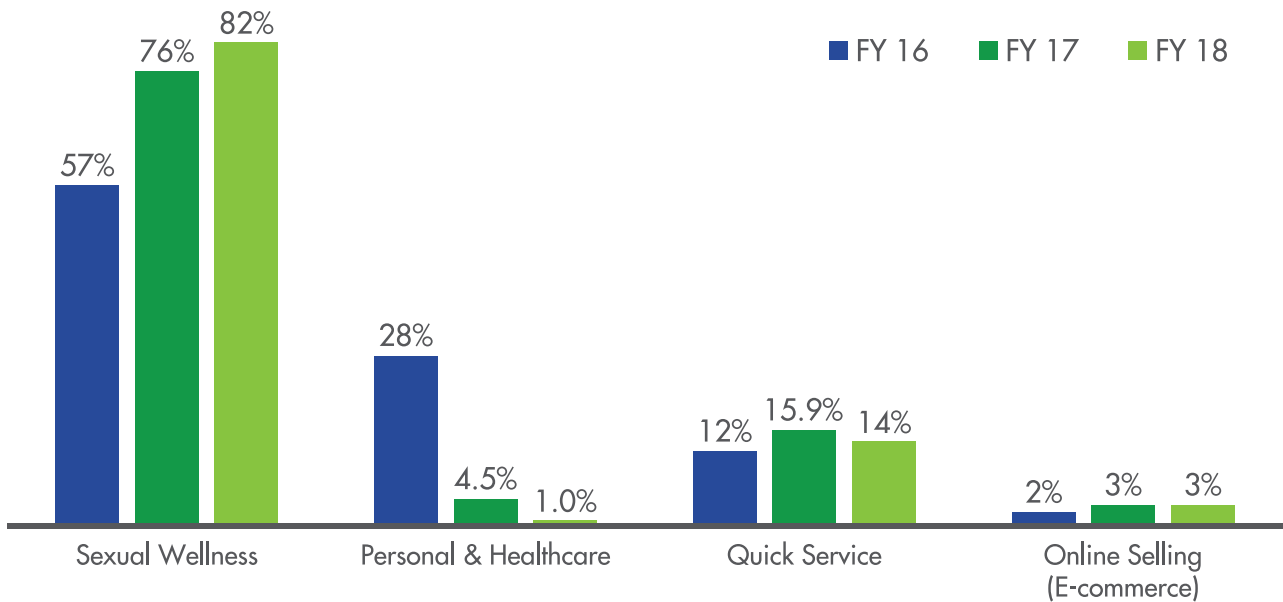
TOTAL REVENUE (INR MN) & EBITDA MARGINS (%)



REVENUE BREAKUP (FY18) INR MN



REVENUE MIX (%)



FY18 FINANCIALS

PAT
INR 24.3 Mn

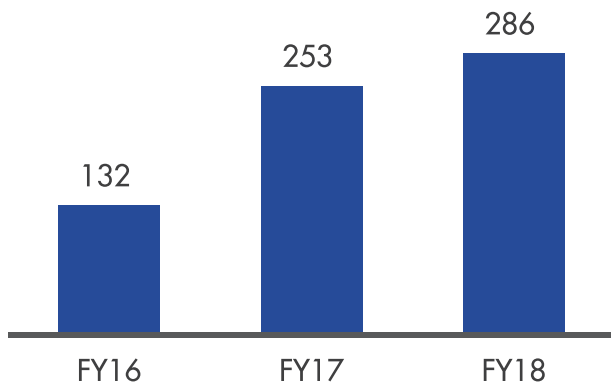
PAT Margins
8.52%

ROCE
45%

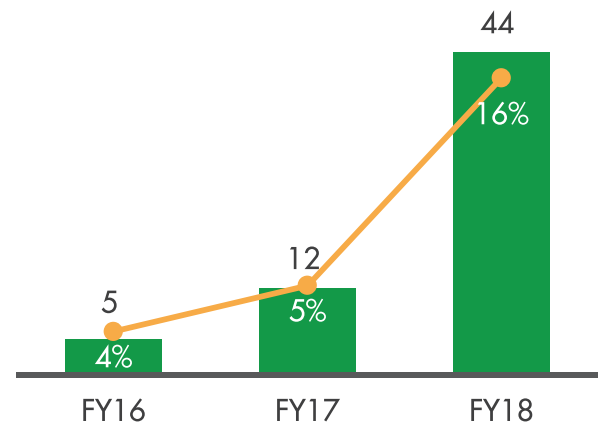
ROE
40%

FINANCIAL HIGHLIGHTS

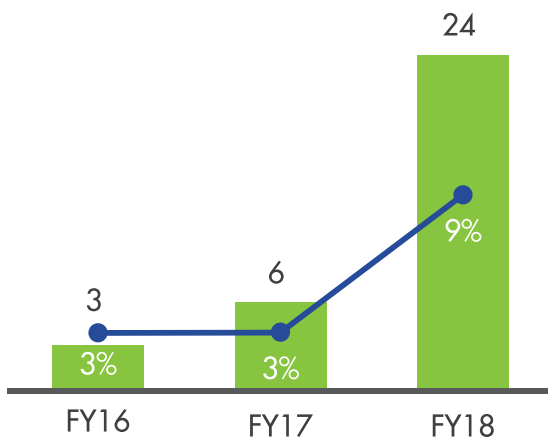
Total Revenue (INR Mn)



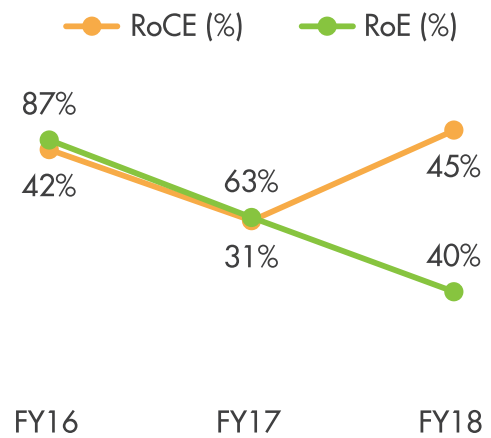
EBITDA & EBITDA Margins



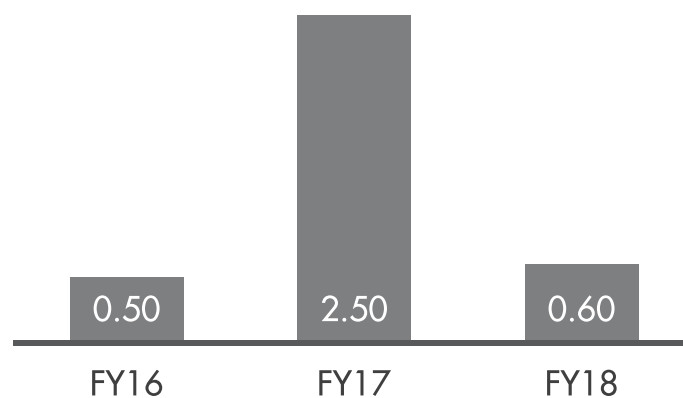
PAT & PAT Margins



RoCE & RoE



Debt to Equity



KEY MILESTONES



NOTICE

Notice is hereby given that the 3rd annual general meeting of the members of rajnish wellness limited to be held at the registered office of the company situated at Navjivan Comm. Society, Bldg. No. 3, 6th floor, office no.101, Mumbai Central, Mumbai – 400008, Maharashtra on September 20, 2018, Thursday at 12.30 pm. To transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2018 and Statement of Profit & Loss for together with Cash Flow Statement and Notes forming part thereto ("Financial Statement") for the year ended on 31st March, 2018 and Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajnishkumar Surendraprasad Singh who retires by rotation and being eligible, offers him for re-appointment.
3. To appoint a Director in place of Ms. Shalini Mishra, who retires by rotation and being eligible, offers her for re-appointment.
4. To ratify the appointment of M/s. Pramod & Associates the Auditors of the company and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force M/s. Pramod & Associates, Chartered Accountants, as the statutory Auditors of the company, to hold office till the conclusion of AGM, Be and hereby confirmed at such remuneration as shall be fixed by the Board of Directors of the Company.

By order of the Board

For Rajnish Wellness Limited

Sd/-

Mr. Rajnishkumar Surendraprasad Singh

Managing Director

DIN- 07192704

Place: Mumbai

Date: 21/08/2018

NOTES

1. The instructions for members for voting electronically are as under:-

- (i) The voting period begins on 17th September, 2018 (9:00 am) and ends on 19th September, 2018 (5:00 pm). 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 13th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen.

However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <RAJNISH WELLNESS LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple & Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.

(B) The voting period begins on 17th September, 2018 (9:00 am) and ends on 19th September, 2018 (5:00 pm). 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 13th September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Registered Office:

610L, 6th Floor, Building No. 3,
Navjivan Commercial Premises Society Limited,
Lammington Road, Mumbai Central (East),
Mumbai – 400008.

Place: Mumbai

Date: 21/08/2018

By order of the Board
Sd/-
Mr. Rajnishkumar Surendraprasad Singh
Managing Director

DIRECTORS REPORT

Dear Members,

Your Directors have pleasure in presenting their 3rd Annual Report on the business and operations of the Company and the accounts for the Financial Year ended on March 31st 2018.

1. FINANCIAL RESULTS

The Financial performance of the company for the year ended 31st March, 2018 is summarized as follows:

PARTICULAR	YEAR ENDED ON 31ST MARCH, 2018	YEAR ENDED ON 31ST MARCH, 2017
Income	28,64,86,974	25,29,62,978
Less: Expenditure	25,01,17,840	24,34,66,944
Net Profit/(Loss) Before Tax	3,63,69,134	94,96,035
Less: Current Tax	1,20,94,798	31,03,489
Deffered Tax	(64,339)	5,564
Less: Short or Excess Provision	0	70
Profit/(Loss) After Tax	2,43,38,675	63,87,052

2. FINANCIAL HIGHLIGHTS

Standalone Revenues: During the fiscal 2018, the gross operational profit of the Company stood at Rs. 36,369,134.

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY

No change of business occurs during the year under review.

4. DIVIDEND

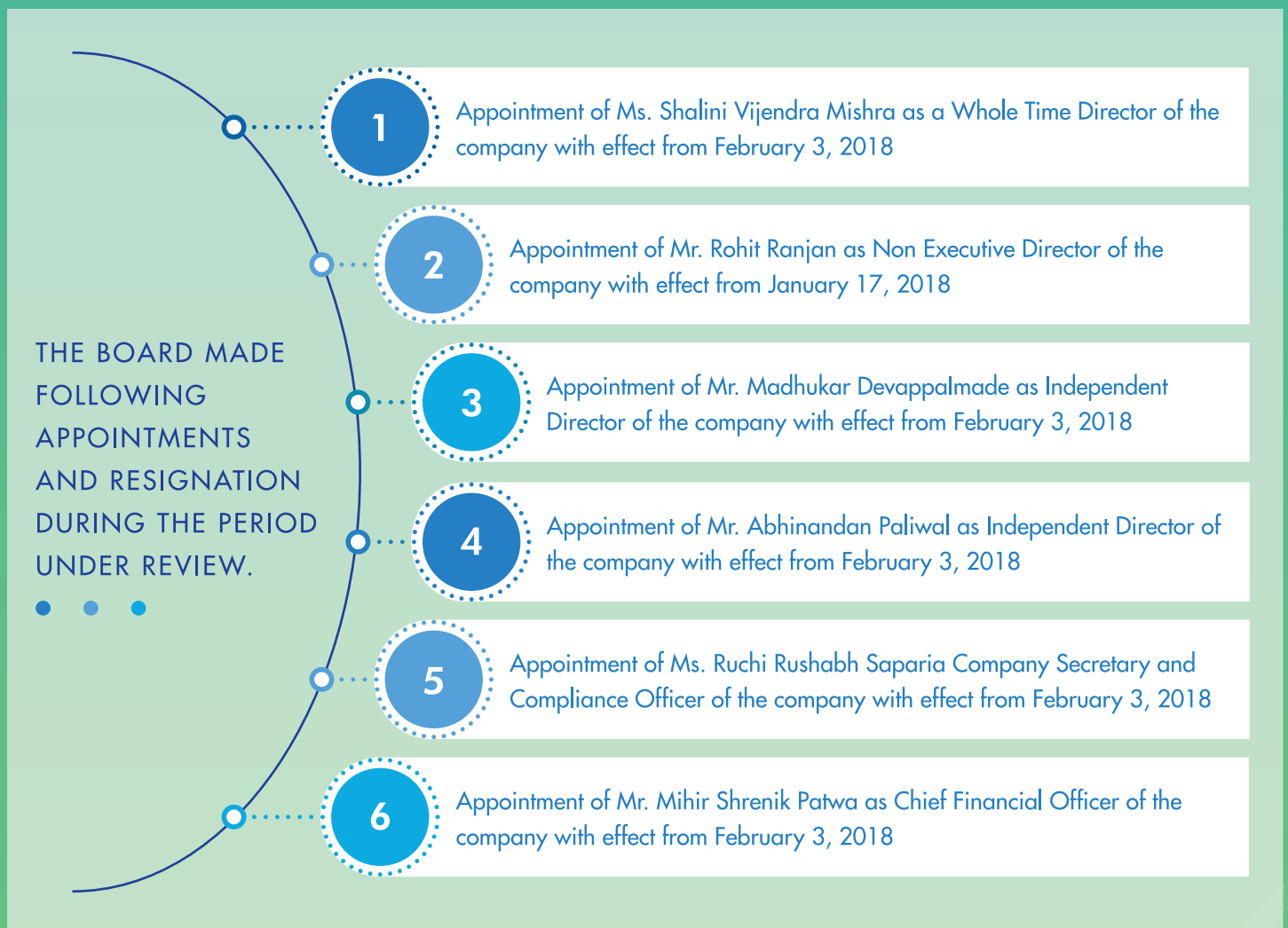
Considering the operating environment in the standalone business and in view to conserve resources for the year, no dividend is permitted to be paid to the Members for Fiscal 2018, as per the Companies Act, 2013 ("the Act") and the Rules framed thereunder.

Further, the board has not declared any interim dividend during the financial year. There has been no transfer of unclaimed or unpaid dividend to investor education and protection fund, as there are no unclaimed or unpaid dividends. Accordingly, the provisions of section 125 (2) of the Companies Act, 2013 do not apply to the company.

5. DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Companies Act, 2013 Mr. Rajnishkumar Surendraprasad Singh and Ms. Shalini Mishra, Director's of the company who is liable to retire by rotation, being eligible for reappointment, offers herself for reappointment.

The Independent Directors have submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.



6. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015 board annually evaluates the performance of individual Directors, Committees, and of the Board as a whole in accordance with the formal system adopted by it.

7. DIRECTORS' RESPONSIBILITY STATEMENT

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

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

8. ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial Controls with reference to Financial Statements. The Board has inter alia reviewed the adequacy and effectiveness of the Company's internal financial controls relating to its financial statements. *During the year, such Controls were tested and no reportable material weakness was observed.*

9. SHARE CAPITAL

During the year, the company has issued and allotted Equity Shares as given below.

	DATE OF ALLOTMENT	NATURE OF ALLOTMENT	NO. OF EQUITY SHARES ALLOTTED	ISSUE PRICE (IN RS.)
1	13.06.2015	Subscription to MOA	50,000	10.00
2	17.01.2018	Bonus issue in the ratio of 19:1	9,50,000	Nil
3	01.02.2018	Right issue in the ratio of 3:1	22,50,000	10.00
4	21.02.2018	Right issue in the ratio of 1:1	1,62,500	20.00
*5	06.07.2018	Initial Public Offer	12,61,200	95.00

*Issued during the financial year 2018-19.

10. DEPOSITS

Your Company has neither invited nor accepted any fixed deposit from the public during the year

11. CONVERSION OF THE COMPANY FROM PRIVATE LIMITED TO PUBLIC LIMITED AND IT'S NAME CHANGE:

Our Company was originally incorporated as Rajnish Hot Deals Private Limited on June 13, 2015 with the Registrar of Companies, Maharashtra, Mumbai as private limited Company under the provisions of the Companies Act, 2013. Subsequently our Company was converted into public limited Company pursuant to shareholders resolution passed at the Extra-Ordinary General Meeting held on January 17, 2018 and the name of our Company was changed to Rajnish Hot Deals Limited. A fresh certificate of incorporation consequent upon conversion to public limited Company was issued by the Registrar of Companies, Mumbai on February 01, 2018. Pursuant to a resolution of our Shareholders passed on February 03, 2018, the name of our Company was changed to Rajnish Wellness Limited and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Mumbai on February 09, 2018.

12. LISTING ON BSE SME PLATFORM

The Equity Shares of the Company were listed and admitted to dealings on the Small and Medium Enterprise Platform of BSE Limited with effect from 09th July, 2018.

13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year, the Company has not given any loan, guarantee or provided security in connection with the loan to any other body corporate or person or made any investments hence no particulars of the loans, guarantees or investments falling under the provisions of Section 186 of the Companies Act, 2013 are provided by the Board.

14. MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year seven Board Meetings and four Audit Committee Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

15. RELATED PARTY TRANSACTIONS

During the year no contracts or arrangements were made with related parties falling under the purview of Section 188 of the Companies Act, 2013.

There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

16. EXTRACT OF ANNUAL RETURN

The extract of Annual Return as per section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is annexed herewith to this report.

17. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

18. SIGNIFICANT AND MATERIAL ORDER PASSED BY REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There is no significant and material order was passed by regulators or courts or tribunals impacting the going concern status and company's operations in future.

19. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

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

20. AUDITORS

A. Statutory Auditor

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made there under, the current auditors of the Company, M/s. Pramod & Associates. Chartered Accountants, Mumbai, hold office up to the conclusion of the ensuing Annual General Meeting of the Company. However, their appointment as Statutory Auditors of the Company is subject to ratification by the members at every Annual General Meeting. The Company has received a certificate from the said Statutory Auditors that they are eligible to hold office as the Auditors of the Company and are not disqualified for being so appointed. Necessary resolution for ratification of appointment of the said Auditor is included in this Notice.

B. Cost Auditors

The Company has not appointed the Cost Auditor as pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit is not applicable to the Company.

21. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as required under the provisions of Section 134(m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the company during the year under review. Further during the year under review, the Company has neither earned nor used any foreign exchange.

22. DISCLOSURE OF VARIOUS COMMITTEES OF BOARD OF DIRECTORS

A. AUDIT COMMITTEE:

The Audit Committee of Directors was constituted pursuant to the provisions of Section 177 of the companies Act, 2013. The composition of the Audit Committee is in conformity with the provisions of the said section.

COMPOSITION

	NAME OF THE DIRECTOR	STATUS	NATURE OF DIRECTORSHIP
1	Mr. Madhukar Devappalmade	Chairman	Independent Director
2	Mr. Abhinandan Ashok Kumar Paliwal	Member	Independent Director
3	Mr. Rajnishkumar Surendraprasad Singh	Member	Managing Director

TERMS OF REFERENCE

The broad terms of reference of the Audit Committee are as under:

- Reviewing of the Company's financial reporting process and the disclosure of its financial Information
- To ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment, remuneration and terms of appointment of external Auditor.
- Review and monitor the auditor's independence and performance and effectiveness of audit process.
- Approval or any subsequent modification of transactions of the company with related parties
- Scrutiny of inter-corporate loans and investments
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Monitoring the end use of funds raised through public offers and related matters.
- Reviewing with management the Annual financial statements and half yearly and Quarterly financial results before submission to the Board.
- Reviewing periodically the adequacy of the internal control system.
- Discussions with Internal Auditor on any significant findings and follow up there on.

B. NOMINATION AND REMMUNERATION COMMITTEE:

The Nomination and Remuneration Committee of Directors was constituted pursuant to the provisions of Section 178 of the Companies Act, 2013. The Composition of the Committee is in conformity with the provisions of the said Section.

The Nomination and Remuneration Committee was constituted by Board on March 20, 2017.

COMPOSITION

	NAME OF THE DIRECTOR	STATUS	NATURE OF DIRECTORSHIP
1	Mr. Madhukar Devappalmade	Chairman	Independent Director
2	Mr. Abhinandan Ashok Kumar Paliwal	Member	Independent Director
3	Mr. Rohit Ranjan	Member	Non Executive Director

TERMS OF REFERENCE

The broad terms of reference of the Nomination and Remuneration Committee are asunder:

- Formulation of the criteria for determining the qualifications, positive attributes & independence of Director;
- Devising a policy on Board diversity;
- Formulation of Remuneration policy;
- Review the structure, size and composition of the Board;
- Identifying and selection of candidates for appointment as Directors;
- Identifying potential individuals for appointment as Key Managerial Personnel and Senior Management;
- Formulation of criteria for evaluation of Independent Directors and the Board.

C. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee of Directors was constituted pursuant to the provisions of Section 178(5) of the Companies Act, 2013. The composition of the Committee is in conformity with the provisions of the said section.

COMPOSITION

	NAME OF THE DIRECTOR	STATUS	NATURE OF DIRECTORSHIP
1	Mr. Abhinandan Ashok Kumar Paliwal	Chairman	Independent Director
2	Mr. Madhukar Devappalmade	Member	Independent Director
3	Mr. Rohit Ranjan	Member	Non Executive Director
4	Ms. Shalini Vijendra Mishra	Member	Whole Time Director

Details of Investor's grievances / Complaints:

The Company has not received any complaints during the year. The pending complaints of the Shareholders/Investors registered with SEBI at the end of the current financial year ended on 31st March, 2018 are NIL.

Compliance Officer:

Ms. Ruchi Rushabh Saparia is the compliance Officer of the Company for the above purpose.

23. COMPANY'S POLICY RELATING TO PAYMENT OF REMUNERATION TO DIRECTORS:

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

The Remuneration policy of the Company is as under:

1. Remuneration to Non-Executive Directors:

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

2. Remuneration to Executive Directors:

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

24. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

Pursuant to sub-section (3) of section 129 of the Act, the statement containing the salient feature of the financial statement of a company's subsidiary or subsidiaries, associate company or companies and joint venture or ventures is not applicable to the company. And Company does not have any subsidiary.

25. VIGIL MECHANISM

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

26. RISK MANAGEMENT POLICY

Pursuant to Section 134(3) (n) of the Companies Act 2013 & SEBI (LODR) Regulation, 2015, the Company has constituted a Business Risk Management Committee. At present the Company has not identified any element of risk which may threaten the existence of the Company.

27. EXTRACT OF ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014, an extract of annual return in MGT 9 as a part of this Annual Report as ANNEXURE I.

28. PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 197 of the Companies Act, 2013, read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. However as per the provisions of Section 136 of the said Act, the Annual Report Excluding the aforesaid information is being sent to all the members of the Company and others entitled thereto. Any, member interested in obtaining the information on employee's particulars, which is available for inspection by the members at the registered office of the Company during Business hours on working days of the Company up to the date of ensuing Annual General Meeting, may write to the Company at the registered office of the Company in advance.

29. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 shall not be applicable to the Company.

30. HUMAN RESOURCES

Your Company treats its "human resources" as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

31. CORPORATE GOVERNANCE

As per Regulation 15(2) of SEBI (Listing Obligation and Disclosures requirement) Regulation, 2015, Report on Corporate Governance is not applicable on the Company as the Company is not having the paid up share capital exceeding Rs. 10 crore and Net worth is exceeding Rs. 25 cores. Further, Company has obtained a Certificate from a Practicing Company Secretaries certifying the same.

32. INSIDER TRADING REGULATIONS

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

33. ACKNOWLEDGEMENTS

Your Directors wish to place on record their appreciation for the continuous support received from the Members, customers, suppliers, bankers, various statutory bodies of the Government of India and the Company's employees at all levels.

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

Mr. Rajnishkumar Surendraprasad Singh
Managing Director
DIN- 07192704

Place: Mumbai
Date: 21/08/2018

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

ANNEXURE 4 TO DIRECTOR'S REPORT FOR THE YEAR ENDED 31ST MARCH, 2018
As on the financial year ended on 31st March, 2018

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

REGISTRATION AND OTHER DETAILS

CIN	U52100MH2015PLC265526
Registration Date	13/06/2015
Name Of The Company	Rajnish Wellness Limited
Category / Sub-Category Of The Company	Company Limited By Shares / Indian Non-Government Company
Address Of The Registered Office And Contact Details	Navjivan Comm. Society, Bldg. No. 3, 6th Floor, Office No.10 L, Mumbai Central, Mumbai – 400008. Tel. No. : 022 23065555 E-Mail Id:info@rajnishwellness.com Website: www.rajnishwellness.com
Whether Listed Company Yes / No	Yes
Name, Address And Contact Details Of Registrar And Transfer Agent, If Any	Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building, Opp.Vasant Oasis, Makwana Road, Marol, Andheri (East)Mumbai – 400059, Maharashtra, India. Tel. No.: +91 40-67162222; Fax No.: +91 40-23431551 E-mail: Charul@bigshareonline.com Website:www.bigshareonline.com Contact Person: Ms. Charul Bhalla Sebi Registration No.: INR000001385

PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

	NAME AND DESCRIPTION OF MAIN PRODUCTS/ SERVICES	NIC CODE OF THE PRODUCT/ SERVICE	% TO TOTAL TURNOVER OF THE COMPANY
1	Sale of sexual wellness Product	46909	80%
2	Sale of Electronic items	46524	20%

PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

NAME AND ADDRESS OF THE COMPANY	CIN / GLN	HOLDING / SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
NIL	NIL	NIL	NIL	NIL

SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) CATEGORY-WISE SHARE HOLDING

CATEGORY OF SHAREHOLDERS	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR (AS ON 31ST MARCH, 2018)				NO. OF SHARES HELD AT THE END OF THE YEAR (AS ON 31ST MARCH, 2017)				% CHANGE DURING THE YEAR
	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
A. PROMOTER									
1. INDIAN									
a) Individual/ HUF	32,49,755	0	32,49,755	95.23	0	50,000	50,000	100	4.77
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub-total(A)(1):	32,49,755	0	32,49,755	95.23	0	50,000	50,000	100	4.77
2. FOREIGN									
g) NRIs-Individuals	0	0	0	0	0	0	0	0	0
h) Other-Individuals	0	0	0	0	0	0	0	0	0
i) Bodies Corp.	0	0	0	0	0	0	0	0	0
j) Banks/FI	0	0	0	0	0	0	0	0	0
k) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total(A)(2):-	0	0	0	0	0	0	0	0	0
TOTAL (A)	32,49,755	0	32,49,755	95.23	0	50,000	50,000	100	4.77

CATEGORY OF SHAREHOLDERS	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR (AS ON 31ST MARCH, 2018)				NO. OF SHARES HELD AT THE END OF THE YEAR (AS ON 31ST MARCH, 2017)				% CHANGE DURING THE YEAR
	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
B. PUBLIC SHAREHOLDING	0	0	0	0	0	0	0	0	0
1. INSTITUTIONS	0	0	0	0	0	0	0	0	0
a) Mutual Funds									
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central Govt									
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FII's	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds									
i) Others(specify)									
Sub-total(B)(1)	0	0	0	0	0	0	0	0	0
2. NON-INSTITUTIONS									
a) Bodies Corp. Indian Overseas									
b) Individuals	215	0	215	0	0	0	0	0	0
(i) Individual shareholders holding nominal share capital up to Rs. 2 lakh	1,62,530	0	1,62,530	4.77	0	0	0	0	4.77
(ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	0	0	0	0	0	0	0	0	0
c) Others(Specify)	1,62,745	0	1,62,745	4.77	0	0	0	0	4.77
Sub-total(B)(2)	0	0	0	0	0	0	0	0	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	1,62,745	0	1,62,745	4.77	0	0	0	0	4.77
C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS									
Grand Total (A+B+C)	34,12,500	0	34,12,500	100	0	50000	50000	100	0

PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

SHAREHOLDER'S NAME	SHAREHOLDING AT THE BEGINNING OF THE YEAR (AS ON 31ST MARCH, 2017)			SHAREHOLDING AT THE END OF THE YEAR (AS ON 31ST MARCH, 2018)			% OF TOTAL SHARES
	NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY	% OF SHARES PLEDGED/ ENCUMBERED TO TOTAL SHARES	NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY	% OF SHARES PLEDGED/ ENCUMBERED TO TOTAL SHARES	
Rajnishkumar Surendraprasad Singh	49,990	99.99	0	32,49,755	95.23	0	-4.76

CHANGE IN PROMOTERS' SHARE HOLDING (please specify, if there is no change)

Mr. Rajnishkumar Surendraprasad Singh							
DATE OF ALLOTMENT/ TRANSFER	CONSIDERATION	NO. OF EQUITY SHARES	FACE VALUE PER SHARE (RS.)	ISSUE/ ACQUISITION/ TRANSFER PRICE (RS.)	NATURE OF TRANSACTIONS	SOURCE OF FUND	PLEDGE
13.06.2015	Cash	49,990	10	10	Subscriber to MOA	Own Funds	NO
17.01.2018	Cash	(9)	10	-	Transferred to Mr. Rohit Ranjan	NA	NO
17.01.2018	Cash	(9)	10	-	Transferred to Mr. Mihir Shrenik Patwa	NA	NO
17.01.2018	Cash	(9)	10	-	Transferred to Mr. Manoj Kumar	NA	NO
17.01.2018	Other than Cash	9,49,810	10	NA	Bonus Issue	NA	NO
17.01.2018	Cash	(9)	10	-	Transferred to Mr. Kumar Roshan	NA	NO
17.01.2018	Cash	(9)	10	-	Transferred to Mr. Sanjay Jain	NA	NO
01.02.2018	Cash	22,50,000	10	10	Rights Issue	Borrowed funds	NO
Total		32,49,755					

SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (Other than Directors, Promoters and Holders of GDRs and ADRs)

FOR EACH OF THE TOP TEN SHAREHOLDERS	SHAREHOLDING AT THE BEGINNING OF THE YEAR		CUMULATIVE SHAREHOLDING DURING THE YEAR	
	NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY	NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY
1. Mr. Rajnishkumar Surendraprasad Singh	32,49,755	95.23092	32,49,755	95.23092
2. Ms. Manisha Gupta	65,010	1.905055	33,14,765	97.13597
3. Ms. Pratibha Mehta	32,510	0.952674	33,47,275	98.00886
4. M/s Yatin Shah HUF	65,010	1.905055	34,12,285	99.99369
5. Ms. Shalini Vijendra Mishra	170	0.004982	34,12,455	99.99868
6. Mr. RohitRanjan	9	0.000264	34,12,464	99.99894
7. Mr. MihirShrenikPatwa	9	0.000264	34,12,473	99.99920
8. Mr. Manoj Kumar	9	0.000264	34,12,482	99.99947
9. Mr. Kumar Roshan	9	0.000264	34,12,491	99.99973
10. Mr. Sanjay Jain	9	0.000264	34,12,500	100.00

SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

FOR EACH OF THE TOP TEN SHAREHOLDERS	SHAREHOLDING AT THE BEGINNING OF THE YEAR		CUMULATIVE SHAREHOLDING DURING THE YEAR	
	NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY	NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY
1. Mr. Rajnishkumar Surendraprasad Singh				
At the beginning of the year (As on 31st March, 2017)	49,990	99.99	32,49,755	95.23
Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)	NA	NA	1. 9 shares each transferred to Mr. Rohit Ranjan, Mr. Mihir Shrenik Patwa, Mr. Manoj Kumar, Mr. Kumar Roshan, Mr. Sanjay Jain respectively on 17.01.2018 2. Bonus Issue on 17.01.2018 3. Right Issue on 01.02.2018	95.23
At the End of the year (As on 31st March, 2018)	49,990	99.99	32,49,755	95.23

SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

FOR EACH OF THE TOP TEN SHAREHOLDERS	SHAREHOLDING AT THE BEGINNING OF THE YEAR		CUMULATIVE SHAREHOLDING DURING THE YEAR	
	NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY	NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY
2. Shalini Vijendra Mishra				
At the beginning of the year (As on 31st March, 2017)	10	0.001	170	0.01
Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)	0	0	Bonus Issue on 17.01.2018	0.01
At the End of the year (As on 31st March, 2018)	10	0.001	170	0.01
3. Rohit Ranjan				
At the beginning of the year (As on 31st March, 2017)	0	0	9	0.001
Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)			Transferred by Mr. Rajnishkumar Surendraprasad Singh on 17.01.2018	
At the End of the year (As on 31st March, 2018)				
4. Mihir Shrenik Patwa				
At the beginning of the year (As on 31st March, 2017)	0	0	9	0.001
Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)	0	0	Transferred by Mr. Rajnishkumar Surendraprasad Singh on 17.01.2018	0.001
At the End of the year (As on 31st March, 2018)	0	0	9	0.001

INDEBTEDNESS

Indebtedness Of The Company Including Interest Outstanding/Accrued But Not Due For Payment

PARTICULARS	SECURED LOANS EXCLUDING DEPOSITS	UNSECURED LOANS	DEPOSITS	TOTAL INDEBTEDNESS
Indebtedness at the beginning of the financial year	NIL	NIL	NIL	NIL
1.PrincipalAmount				
2.Interest due but not paid				
3.Interest accrued but not				
Total (i+ii+iii)				
Change in Indebtedness during the financial year	NIL	NIL	NIL	NIL
- Addition				
- Reduction				
Net Change				
Indebtedness at the end of the financial year	NIL	NIL	NIL	NIL
1.PrincipalAmount				
2.Interest due but notpaid				
3.Interest accrued but not due				
Total (i+ii+iii)				

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

PARTICULARS OF REMUNERATION	NAME OF MD/WTD /MANAGER	TOTAL AMOUNT
Gross salary	Rajnish Kumar Singh (Managing Director)	54,00,000
(a) Salary as per provisions contained in section17(1) of the Income-tax Act, 1961	54,00,000	
(b) Value of perquisites u/s 17(2) Income - tax Act, 1961	Nil	Nil
(c) Profits in lieu of salary under section 17(3) Income - tax Act,1961	Nil	Nil
Stock Option	Nil	Nil
Sweat Equity	Nil	Nil
Commission as % of profit others, specify	Nil	Nil
Others ,please specify	Nil	Nil
Total(A)	Nil	Nil

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

PARTICULARS OF REMUNERATION	NAME OF MD/WTD /MANAGER	TOTAL AMOUNT
Gross salary	Ms. Shalini Vijendra Mishra (Managing Director)	
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,00,000	3,00,000
(b) Value of perquisites u/s 17(2) Income - tax Act, 1961	Nil	Nil
(c) Profits in lieu of salary under section 17(3) Income - tax Act, 1961	Nil	Nil
Stock Option	Nil	Nil
Sweat Equity	Nil	Nil
Commission as % of profit others, specify	Nil	Nil
Others ,please specify	Nil	Nil
Total (A)	Nil	Nil

INDEBTEDNESS

Indebtedness Of The Company Including Interest Outstanding/Accrued But Not Due For Payment - NIL

PARTICULARS OF REMUNERATION	NAME OF MD/WTD/MANAGER			TOTAL AMOUNT
	MR. ROHIT RANJAN	MR. ABHINANDAN ASHOK KUMAR PALIWAL	MR. MADHUKAR DEVAPPAIMADE	
Independent Directors - Fee for attending board committee meetings - Commission - Others, please specify	-	10,000	10,000	20,000
Total (1)				
Other Non-Executive Directors - Fee for attending board committee meetings - Commission - Others, please specify	10,000	0	0	10,000
Total(2)				
Total(B)=(1+2)				
Total Managerial Remuneration	10,000	10,000	10,000	30,000

REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD - NIL
PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NIL

TYPE	SECTION OF THE COMPANIES ACT	BRIEF DESCRIPTION	DETAILS OF PENALTY/PUNISHMENT/COMPOUNDING FEES IMPOSED	AUTHORITY [RD /NCLT/COURT]	APPEAL MADE. IF ANY (GIVE DETAILS)
A. Company					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. Directors					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. Other Officers In Default					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

GLOBAL ECONOMY

The acceleration in global activity that started in 2016 gathered steam in 2017, reflecting firmer domestic demand growth in advanced economies and improved performance in other large emerging market economies. Global growth is set to be just over 3.5% in this calendar year 2018, the fastest for seven years, with improved outcomes in both advanced economies and the EMEs. Confidence measures and levels of new orders for businesses remain strong. This long awaited lift to global growth, supported by policy stimulus, is being accompanied by solid employment gains, a moderate upturn in investment and a pick-up in trade growth. The continued expansion depends on robust global growth and governments' support for right trade policies. However, there are signs that escalating trade tensions may already be affecting business confidence and investment decisions, which could compromise the current outlook. (Source: IMF and OECD)

INDIAN ECONOMY

Indian economic growth is giving a positive signal for the current and future scenario. It is projected to strengthen to above 7%, gradually recovering from the transitory adverse impact of rolling out the Goods and Services Tax (GST) and measures to choke off the black economy, including demonetisation. India's GDP grew 7.2% in the third quarter of 2018, surpassing expectations and wresting back the mantle of the fastest growing economy from China on the back of a rebound in industrial activity, especially manufacturing and construction, and an expansion in agriculture. The Reserve Bank of India has estimated GDP growth in a range from 7.4% to 7.9% for the Financial Year 2019-2020. (Source: OECD and Economic Times)

Fiscal deficit for 2017-18 is revised to INR 5.95 lakh Cr at 3.5% of the GDP, which is approximately the same as 2016-17 in spite of transformation in the economy. In addition to initiatives like; 'Make in India', 'Housing for All', 'Digital India', the government has also introduced 'Sagar Mala' and 'Bharat Mala' initiatives, which is expected to boost the domestic growth of the country. (Source: IBEF and Trading Economics)

SECTOR OVERVIEW

Fast-moving consumer goods (FMCG) sector is the 4th largest sector in the Indian economy Household and Personal Care accounts for 50% while Health Care accounts for 31% of the FMCG market share in India.

HEALTHCARE INDUSTRY – INDIA

The Indian healthcare industry is expected to reach USD 372 Bn in 2022. The rising income levels, greater health awareness, increased precedence of lifestyle diseases and improved access to insurance would be the key contributors to this growth. Since the health care expenditure has increased as a percentage rise in the GDP, it cultivates a substantial space for enhancing healthcare services.

Rural India accounts for more than 70 per cent of the population which is emerging as a potential demand source. Currently, the total rural income equates to USD 572 Bn which is projected to reach USD 1.8 Tn by FY21.

According to the data accumulated by Nielsen, the Ayurveda

segment in India's personal care (PC) is approximately INR 18500 Cr (or USD 3 Bn), which contributes to 41 per cent of the entire personal care market. The analysis lists toilet soaps, skin care products, hair oil, oral care, hair wash products in personal care.

Indian consumers keep on evolving; their ever-changing demands never satiated due to 'wanting a little extra'. The Company has accepted this challenge since initiation and tweaked its offerings to better suit their customers' progressing demands.

Every country has its unique tradition of healing products that separates them from the rest. Ayurveda, though being an Indian system of healthcare, has gained recognition worldwide. With its unique therapies that is beneficial for the treatment of many chronic lifestyle disorders, an increasing number of patients show interests in availing these services.

SEXUAL WELLNESS INDUSTRY – INDIA

The global sexual wellness market, by product segment, is categorized into sex toys, condoms, exotic lingerie, sexual lubricants, etc. The sexual wellness

s market in India is likely to grow at a CAGR of 41.97% over the period 2014-2020. The adult products industry or the sexual wellness industry, as it is better known, is a multi-billion dollar industry globally, and is expected to grow to USD 52 Bn by 2020.

The Indian contraceptives market is segmented into two categories, contraceptive drugs and contraceptive devices. In India, the overall contraceptives market is dominated by contraceptive devices with condoms being the most popular product amongst the Indian consumers.

The Government of India and various non-profit organizations have taken various initiatives to increase the awareness about the contraceptives and their benefits to prevent unintended pregnancies and STIs. For instance, under the Family Planning Programme, which is a government sponsored programme, IUDs, oral contraceptive pills, condoms and emergency contraceptive pills are provided to low income earners at lesser prices and frequently on free of cost basis.

According to a research conducted by itspleasure.com, Tier II and III cities like Nasik, Aurangabad, Kolhapur, Nagpur, Surat, Rajkot, Vadodra, Ahmedabad, Jaipur, etc. has witnessed the fastest growth while having the biggest basket size. The demand from the Tier II and III cities is developing with an average ticket size of 3000 in comparison to the metro cities with an average ticket size of 2100. The reasons of the growth in the smaller markets have several dimensions such as awareness of a better intimacy life, internet penetration and breaking the taboo by a larger section of the female population.

FMCG MARKET - INDIA

The FMCG sector has grown from USD 31.6 Bn in 2011 to USD 74 Bn in 2018. The urban segment, which accounts for a revenue share of around 40 per cent, is the largest contributor to the overall revenue generated by the FMCG sector in India and has recorded a market size of around USD 29.4 Bn in 2016-17. However, in the last few years, the FMCG market has grown at a faster pace of 45% in rural India in comparison to urban India and there has been a growth of 9.7% in FY18 due to the rise in rural consumption to drive this growth. Semi-urban and urban segments accounted for a revenue share of 40% in the overall revenues recorded by the FMCG sector in India.

HAIR OIL MARKET - INDIA

Of the total FMCG market in India, hair care products make up approximately 8%, of the total according to the Nielsen Retail Audit Report. Out of the above hair-care industry hair oils commands close to 50% of the hair care market in India. As per industry estimates hair oil market size in India is pegged at around Rs 8,000 crore with coconut-based oils accounting for 46 per cent. Non coconut or perfumed oil segment has a market size of Rs 4,283 crore.

FUTURE PROSPECTS & GROWTH DRIVERS

Under the Union Budget 2018-19, the allocation to Ministry of Health and Family Welfare has increased by 11.5 per cent year-on-year to INR 52,800 Cr (approximately USD 8.16 Bn).

Allocation to Health & Family Welfare:- Under the Union Budget 2018-19, the allocation to the Ministry of Health and Family Welfare has increased by 11.5 per cent year-on-year to Rs 52,800 crore (US\$ 8.16 billion).

With changing population demographics, higher spending capacity of consumers and wider reach of products, there is increasing scope of premiumisation of our products. We constantly innovate to meet the needs of all our consumers. Most of the categories in which the Company operates in are under-penetrated and therefore the Company continuously invests in market development.

Rural Consumptions:- Rural consumption has increased, led by a combination of increasing incomes and higher aspiration levels; there is an increased demand for branded products in rural India. The rural FMCG market in India is expected to grow at a CAGR of 14.6 per cent, and reach US\$ 220 billion by 2025 from US\$ 29.4 billion in 2016.

The huge potential of online shopping has caught the attention of the top fast-moving consumer goods (FMCG) companies. It is estimated that 40% of all FMCG purchases in India will be conducted online by 2020, therefore making it a USD 5-6 Bn business opportunity.

The growing cases of AIDS/HIV and other sexually transmitted diseases has become an outrageous global issue. Governments, organizations, and institutions worldwide are working to reduce the prevalence of this disease. According to the UNAIDS, there were an estimated 36.7 Mn people living with HIV in 2015.

The use of condoms in India is amongst the lowest in Asia. According to the 'trends in contraceptive use worldwide, United Nations', India is one the lowest users of contraceptives as compared to other nations, hence this enables a huge scope for Indian companies to venture and claim a significant portion of this underutilised market.

<https://www.mbarendezvous.com/general-awareness/hair-oil-market-in-india/>

BUSINESS OVERVIEW

Our Company was originally incorporated on June 13, 2015 as a private limited Company under the name and style of "Rajnish Hot Deals Private Limited" under the provisions of Companies Act, 2013 with the Registrar of Companies, Mumbai, and Maharashtra. Subsequently, our Company was converted into a Public Limited Company on February 01, 2018. Pursuant to a resolution of our Shareholders passed on February 03, 2018, the name of our Company was changed to Rajnish Wellness Limited and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Mumbai on February 09, 2018.

Our Company is currently engaged in the business of selling various products in the categories ranging from consumer durables to ayurvedic personal care products. Company's major focus area is sexual wellness, energy revitalization and personal care products. Changing lifestyle and awareness of health and wellness is increasing demand for sexual wellness and energy revitalization products. Current product portfolio is concentrated on ayurvedic products. Our company is exploring ethical market in sexual wellness and energy revitalization category. Recently, our company newly launched Play win spary in this category.

Rajnish wellness have very strong hold in Maharashtra, Karnataka and Odisha. Our products are available in all major medical stores in these states.

Our company run on asset light model and owns all the brands unders its name. Our company is sourcing its all products from dedicated manufactrurers since inception. Our company has outsourced all its manufacturing needs to various suppliers who are expert in particular product in India which enables company to adhere to the required specifications and quality in stipulated time.

Our company has product portfolio that covers major products including ayurvedic medicines, personal care products, sexual wellness and energy revitalization items etc. We sell our personal care products under brand name. "PlayWin Capsules", "PlayWin Condom", "Rajnish Lotion", "Rajnish Plus Lotion", "Play Win Spray", "PlayWin Plus Capsules", "PlaWin Oil", , "PlayWin F Capsule", "Kasav Powder", "Sudanta Dant Manjan", "Mithohar Liquid", "Mithohar Tablets", "Madamrit Hair Shampoo", "Madamrit Hair Oil", "Madamrit Hair Capsule" and Pia Lo Herb's. Our company have expanded our reach to virtually every corner of India by continuously marketing, selling and advertising our products through various marketing channels i.e, Telemarketing, advertisements in the newspaper, hoardings, TV Channels and many more. Company's products are having very strong recall value. Still it is our constant endeavour to spread itself at the unrepresented areas through appointment of new distributors.

RISKS AND CONCERNS

It is essential to correctly assess the risk in each segment so that the risk is mitigated before it becomes a possible threat. General risk segments are statutory compliances,economy, financials, Government policies, market related, operational, products andtechnology etc., The management has a rapid review of likely risk areas with theobjective to define a framework for identification, evaluation and mitigating the risk inthe decision making process and to encourage proactive management and not reactive management.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place adequate system of internal control. It has documented procedures covering all financial and operating functions. These controls have been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls, monitoring of operations, protecting assets from unauthorized use or losses, compliances with regulations and for ensuring reliability of financial reporting. The Company has continued its efforts to align all its processes and controls with global best practices in these areas as well.

OUR PRODUCTS

1. SEXUAL WELLNESS AND ENERGY REVITALIZATION PRODUCTS

PRODUCT IMAGE	PRODUCT NAME
	<p>PlayWin Capsule and PlayWin Plus Capsule</p>
	<p>Play Win Condom</p>
	<p>PlayWin Capsule F</p>
	<p>PlayWin Oil</p>
	<p>Playwin Spray</p>

2. PERSONAL CARE PRODUCTS

PRODUCT IMAGE	PRODUCT NAME
	<p>Sudanta Dant Manjan</p>
	<p>Madamrit Hair Oil</p>
	<p>Madamrit Hair Shampoo</p>

2. PERSONAL CARE PRODUCTS

PRODUCT IMAGE	PRODUCT NAME
 <p>The image shows a rectangular box for Kasaav Dusting Powder. The box is primarily white with a pink decorative border at the bottom. The brand name 'KASAAB' is written in a stylized font, with 'K' and 'A' in pink and 'S' and 'AAB' in blue. Below the brand name, it says 'DUSTING POWDER'. There is a small circular logo with 'GMP' on the top right of the box. The left side of the box has a list of ingredients and their quantities.</p>	<p>Kasaav Powder</p>
 <p>The image shows a white plastic bottle of Rajnish Lotion with a white cap and a yellow box. The bottle has a red and white label with the brand name 'RAJNISH' and 'LOTION'. The box is yellow with a red and green circular logo containing the brand name 'RAJNISH' and 'LOTION'. Below the logo, it says 'For Ringworm and Itches'. At the bottom of the box, there is text in Hindi: 'दाद, खुजली की दवा'. The box also indicates '10 ML'.</p>	<p>Rajnish Lotion</p>
 <p>The image shows a small glass bottle of Rajnish Plus Lotion with a silver cap. The bottle has a yellow label with a red and green circular logo containing the brand name 'RAJNISH' and 'LOTION'. Below the logo, it says 'plus'. At the bottom of the label, there is text in Hindi: 'काव, खाज, खुजली मिटावे, हसी छोटावे'.</p>	<p>Rajnish Plus Lotion</p>

3. AYURVEDIC MEDICINES (OTC)

PRODUCT IMAGE	PRODUCT NAME
 <p>The image shows a yellow and red box for Pia Lo Herb's capsules, labeled '30 CAPSULE' and 'Effective Ayurvedic Medicine'. Next to it is a small green plastic bottle with a red cap, also labeled 'Pia Lo Herb's'.</p>	<p>Pia Lo Herb's Capsules</p>
 <p>The image shows a white tube of Pia Lo Herb's ointment and its yellow and red box. Both are labeled 'Pia Lo Herb's Ointment' and '30 Gm.'.</p>	<p>Pia Lo Herb's Ointment</p>
 <p>The image shows a blue box and a white bottle of Madamrit tablets. The box is labeled 'MADAMRIT' and '60 TABLETS'. The bottle is also labeled 'MADAMRIT' and '60 TABLETS'.</p>	<p>Madamrit Tablets</p>

3. AYURVEDIC MEDICINES (OTC)

PRODUCT IMAGE	PRODUCT NAME
	<p>Mithohar Liquid</p>
	<p>Mithohar Tablets</p>

FINANCIAL SECTION

INDEPENDENT AUDITOR'S REPORT

To the Members of
RAJNISH WELLNESS LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of Rajnish Wellness Limited (Formerly known as "Rajnish Hot Deals Private Limited"), which comprise of Balance Sheet as on 31st March, 2018, the Statement of Profit & Loss Account for the year ended, the Statement of Cash flow for the year ended and a summary of significant accounting policies and other explanatory statements.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting the 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 free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depends upon the auditor's judgment, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

OPINION

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 31st March, 2018, its profit and loss account and its cash flow for the year then ended.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- As required by the Companies (Auditor's Report) order, 2016 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 & 4 of the order, to the extent applicable.
- As required by section 143 (3) of the Act, we report that:
 - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - In our opinion proper books of account as required by the law have been kept by the Company so far as it appears from our examination of those books.
 - The balance sheet, the statement of profit & loss account and the cash flow statement dealt with by this report are in agreement with the books of accounts.
 - In our opinion the aforesaid, financial statements comply with the Accounting Standards specified under section 133 of the act, read with Rule 7 of the Companies (Accounts) Rules, 2014 .
 - On the basis of the written representations received from the Directors as on 31st March, 2018 taken on record by the Board of Directors, none of the director is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164(2) of the Act;
 - With respect to the adequacy of internal financial control over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in Annexure B' and
 - With respect to the other matters to be included in the Auditor's Report in accordance with the 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 :
 - a. There were no Pending Litigation on the Company.
 - b. The provisions as required under the applicable law or accounting standards for material foreseeable losses if any on the long term contracts including derivative contracts are not applicable to the company.
 - c. There has been no such requirement for transferring amounts, required to be transferred to the Investor Education and Protection Fund transfer by the Company.

For M/s. Pramod & Associates
Chartered Accountants
(Firm Registration No. 001557C)

Vipul I. Sheth
Partner
(Membership No. 101282)

Place: Mumbai
Date: 16th August, 2018

ANNEXURE A TO INDEPENDENT AUDITOR'S REPORT

The annexure referred to in our Independent Auditor's Report to the members of the Company on the standalone financial statements for the year ended 31st March, 2018, we report that:

- 1) The Company has maintained proper records showing full particulars, including details and situation of fixed assets.
- 2) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner at regular intervals. In accordance with the programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification.
- 3) According to the information and explanations given to us and on the basis of our examination of the records of the company there are immovable properties held in the name of the company and hence the paragraph 3(i)(c) of the order is not applicable to the Company;

As explained to us, Physical verification of inventories has been conducted at reasonable intervals by the management and no material discrepancies were noticed on such physical verification.

- The Company has not generated any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register under section 189 of the Companies Act, 2013 . Therefore paragraph 3(iii) of the Order is not applicable to the company;
- In our opinion and according to the information and the explanations given to us, the company has not made any investments or provided any guarantees or security to the parties covered under section 185 and 186 of the Act. Accordingly the provisions of paragraph 3(iv) of the Order are not applicable to the Company.
- The Company has not accepted any deposits from the public within the meaning of section 73 to 76 of the Act. Accordingly, paragraph 3(v) of the order is not applicable.
- The central government has not prescribed the maintenance of cost records under section 148(1) of the act, for any of the products traded by the company. Accordingly, paragraph 3(vi) of the order is not applicable.
- (A) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of unpublished statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess, GST & other material statutory dues have been regularly deposited during the year by the company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees state insurance and duty to excise.
- (B) According to the information and explanations given to us , no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess, GST and other material statutory dues were in arrears as at 31st March, 2018 for a period of more than 6 months from the date they became payable.
- Based on the audit procedures and on the basis of information & explanations given by the management, the Company has not defaulted in repayment of loans or borrowings to any financial institutions or banks. The company has not

- taken any loans from the government. The company has not issued any debentures as at the balance sheet date.
- The company has not raised any money by way of initial public offer during the year. The company has not raised any money by way of further public issue (including debt instruments) during the year. Accounting information and explanations given to us, terms loans have been applied for the purpose for which they were obtained.
 - According to the information and explanations given to us, no material fraud by the company as on the company by its officers or employees has been noticed or reported during the year, nor have we been informed of any such case by the management.
 - The Managerial remuneration has been paid or provided during the year which does not exceed the limits prescribed in section 197 read with the applicable schedule of the act. Accordingly requisite approvals mandated by the provisions of section 197 read with Schedule v of the Companies act, 2013 are not applicable.
 - In our opinion an according to the information and explanations given to us and based on our examinations, the company is not a Nidhi company. Accordingly paragraph 3(xii) of the order is not applicable.
 - According to the information and explanations given to us and based on our examination of the records of the company transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
 - According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares. The company has not issued any convertible debentures during the year.
 - According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with him. Accordingly paragraph 3(xv) of the order is not applicable.
 - The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For M/s. Pramod & Associates
Chartered Accountants
(Firm Registration No. 001557C)

Vipul I. Sheth
Partner
(Membership No. 101282)

Place: Mumbai
Date: 16th August, 2018

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

Referred in paragraph 2(f) 'Report on Other Legal Requirements' in our Independent auditors report to the members of the company on the financial statements for the year ended 31st March, 2018.

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 31st March, 2018 in conjunction with our audit of the financial statements of the company for the period ended on that date.

Management's Responsibility for the Financial Statements

The company's management is responsible for establishing and maintaining internal financial controls based on the internal controls over internal financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance note on internal financial control over internal financial reporting issued by the Institute of Chartered Accountants Of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the adequacy 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 and the Standards on Auditing issued by the Institute of Chartered Accountants of India. And deemed to be prescribed under section 143(10) of the companies act 2013. The extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial reporting systems over financial reporting and their operating effectiveness, Our audit of internal financial controls over financial reporting included obtaining an understanding of internal controls over internal 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 risk of material misstatements of 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 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; statement for external purposes in accordance with generally accepted accounting principle. A company's internal financial control over financial reporting included 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 authorized 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 collusions or improper managements due to error or fraud may occur and not be detected. Also projections of any evaluations of the internal financial controls over financial reporting to future projects are subject to 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 procedure may deteriorate.

Opinion

In our opinion , the Company has , in all material respects, an adequate internal financial controls systems over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31.03.2018, 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 M/s. Pramod & Associates
Chartered Accountants
(Firm Registration No. 001557C)

Vipul I. Sheth
Partner
(Membership No. 101282)

Place :Mumbai
Date :16th August, 2018

CERTIFICATE ON FINANCIAL STATEMENTS

To,
The Members,
Rajnish Wellness Limited
Mumbai.

I, **Rajnishkumar Surendraprasad Singh**, Managing Director of Rajnish Wellness Limited hereby certify that:

1. We have reviewed the financial statements and the cash flow statements for the financial year 2017-18 and to the best of my knowledge and belief:
 - a. These statements do not contain any materially untrue statement that might be misleading with respect to the statements made.
 - b. These financial statements and other financial information included in this report present a true and fair view of the Company's affairs for the period presented in this report and are in compliance with current accounting standards, applicable laws and regulations and full explanations has been given for any material departure in compliance of Accounting Standards.
2. There are, to the best of my 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.
3. We are responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting.
4. We have disclosed to the Company's Auditor and Audit Committee of the Company, all significant deficiencies in the design or operation of the internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify the deficiencies.
5. We have indicated to the Auditors and the Audit Committee:
 - a. Significant changes in accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statements; and
 - b. That there were no Instances of significant fraud that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.

We further declare that all Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct for the current Financial Year.

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

Mr. Rajnishkumar Surendraprasad Singh
Managing Director
DIN- 07192704

Place: Mumbai
Date: 21/08/2018

BALANCE SHEET

(in Rs.)

PARTICULARS	NOTE NO.	AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017
EQUITY AND LIABILITIES			
<u>Shareholders' Funds</u>			
Share Capital	2	3,41,25,000	5,00,000
Reserves & Surplus	3	2,60,85,304	96,21,629
<u>Non-Current Liabilities</u>			
Long Term Borrowings	4	2,04,03,377	1,31,44,170
Deferred Tax Liabilities (Net)	5	-	4,950
<u>Current Liabilities</u>			
Short Term Borrowings	6	1,76,19,311	1,42,52,696
Trade Payables	7	4,10,87,826	2,81,80,822
Other Current Liabilities	8	2,47,17,591	1,54,86,247
Short Term Provision	9	1,19,94,899	26,02,343
TOTAL		17,60,33,308	8,37,92,857
ASSETS			
<u>Non - Current Assets</u>			
Fixed Assets			
Tangible Assets	10	10,29,078	4,57,459
Deferred Tax Assets (net)	11	59,389	-
Long Term Loans and Advances	12	10,25,000	4,25,000
<u>Current Assets</u>			
Inventories	13	2,12,00,273	3,52,38,584
Trade Receivables	14	13,68,92,946	4,10,43,623
Cash And Cash Equivalent	15	13,45,603	17,36,469
Short Term Loans and Advances	16	1,43,83,470	48,46,040
Other Current Assets	17	97,549	45,682
TOTAL		17,60,33,308	8,37,92,857

For M/s. Pramod & Associates
Chartered Accountants
(Firm Registration No. 001557C)

Sd/-
Vipul I. Sheth
Partner
(Membership No. 101282)

Place: Mumbai
Date: 16 August, 2018

For and on behalf of the Board

Sd/-
Rajnishkumar Singh
Director
(DIN 07192704)

Sd/-
Ruchi Rushabh Saparia
Company Secretary
(ACS 30528)

Sd/-
Shalini Mishra
Director
(DIN 07194597)

Sd/-
Mihir Shrenik Patwa
Chief Financial Officer

PROFIT AND LOSS

(in Rs.)

PARTICULARS	NOTE NO.	FOR THE YEAR ENDED 31ST MARCH 2018	FOR THE YEAR ENDED 31ST MARCH 2017
<u>INCOME</u>			
Revenue From Operations		27,49,63,992	25,29,49,166
Other Income	18	1,15,22,982	13,813
Total	19	28,64,86,974	25,29,62,978
<u>EXPENDITURE</u>			
Purchases of Traded goods	20	8,92,61,546	9,48,61,972
Changes in Inventories of Stock - in -Trade	21	1,40,38,311	(1,02,93,495)
Employee Benefits Expense	22	1,00,23,424	59,41,911
Finance Costs	23	76,23,447	21,56,604
Depreciation and Amortization Expense	10	5,26,065	1,23,132
Other Expenses	24	12,86,45,046	15,06,76,820
Total		25,01,17,840	24,34,66,944
Profit/(Loss) before Tax		3,63,69,134	94,96,035
<u>TAX EXPENSE</u>			
Current Tax		1,20,94,798	31,03,489
Excess Provision of Tax for earlier years		-	70
Deferred Tax		(64,339)	5,564
Profit / (Loss) for the period		2,43,38,675	63,87,052
<u>EARNINGS PER EQUITY SHARE</u>			
Basic and diluted		7.13	127.74

For M/s. Pramod & Associates
Chartered Accountants
(Firm Registration No. 001557C)

Sd/-
Vipul I. Sheth
Partner
(Membership No. 101282)

Place: Mumbai
Date: 16 August, 2018

For and on behalf of the Board

Sd/-
Rajnishkumar Singh
Director
(DIN 07192704)

Sd/-
Shalini Mishra
Director
(DIN 07194597)

Sd/-
Ruchi Rushabh Saparia
Company Secretary
(ACS 30528)

Sd/-
Mihir Shrenik Patwa
Chief Financial Officer

CASH FLOW STATEMENT

(in Rs.)

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2018	FOR THE YEAR ENDED 31ST MARCH 2017
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax	3,63,69,134	94,96,035
Add:		
Depreciation	5,26,065	1,23,132
Operating Profit before Working Capital changes	3,68,95,199	96,19,168
Add :		
Changes in Short Term Borrowings	33,66,615	67,23,696
Changes in Trade Payables	1,29,07,004	1,32,50,578
Changes in Other Current Liabilities	92,31,344	(1,13,55,508)
Changes in Long Term Loans and Advances	-6,00,000	(3,00,000)
Changes in Inventories	1,40,38,311	(1,02,93,495)
Changes in Trade Receivables	-9,58,49,323	(2,04,57,542)
Changes in Short Term Loans and Advances	-95,37,430	(34,10,107)
Changes in Other Current Assets	-51,867	(6,106)
Cash generated from operations	(2,96,00,146)	(1,62,29,317)
Net cash before Extra ordinary Items	(2,96,00,146)	(1,62,29,317)
Less: Taxes paid	27,02,242	4,99,576
Net cash flow from operating activities (A)	(3,23,02,388)	(1,67,28,893)
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed assets	(10,97,685)	(3,94,883)
Net cash flow from investing activities (B)	(10,97,685)	(3,94,883)
C) CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Issue of Share Capital	3,36,25,000	-
Issue of Bonus Equity Shares	(95,00,000)	-

Continued...

(in Rs.)

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2018	FOR THE YEAR ENDED 31ST MARCH 2017
Shares Premium recd. on Issue of Equity Shares	16,25,000	-
Term Loan from Banks	72,59,207	1,31,44,170
Net cash from financing activities (C)	3,30,09,207	1,31,44,170
Net increase/(decrease) in cash & cash equivalents (A+B+C)	(3,90,866)	(39,79,606)
Cash & Cash equivalents as at year beginning	17,36,469	57,16,075
Cash & Cash equivalents as at year closing	13,45,603	17,36,469
Net increase/(decrease) as disclosed above	(3,90,866)	(39,79,606)

*Figures in brackets indicate outflow

NOTE:

1. The above Cash Flow Statement has been prepared under the indirect method as set out in the
2. Accounting Standard 3 on Cash Flow Statements prescribed under the Companies Act, 2013.

As per our report of even date

For M/s. Pramod & Associates
Chartered Accountants
(Firm Registration No. 001557C)

Sd/-
Vipul I. Sheth
Partner
(Membership No. 101282)

Place: Mumbai
Date: 16 August, 2018

For and on behalf of the Board

Sd/-
Rajnishkumar Singh
Director
(DIN 07192704)

Sd/-
Shalini Mishra
Director
(DIN 07194597)

Sd/-
Ruchi Rushabh Saparia
Company Secretary
(ACS 30528)

Sd/-
Mihir Shrenik Patwa
Chief Financial Officer

NOTES FORMING PART OF THE FINANCIALS

NOTE 01: SIGNIFICANT ACCOUNTING POLICIES

Summary Of Significant Accounting Policies

A. Basis Of Preparation Of Financial Statements

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

B. Use Of Estimates

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

C. Fixed Assets

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

D. Depreciation And Amortisation

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

E. Inventories

Inventories are valued lower of Cost or Net Realisable Value.

F. Impairment Of Assets

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

G. Earnings Per Share

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

H. Revenue Recognition

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

I. Provisions, Contingent Liabilities And Contingent Assets

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

J. Investments

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

K. Borrowing Costs

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

L. Foreign Currency Transactions

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

M. Employee Benefits

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

N. Provision for Current and Deferred Tax

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

NOTE 02: AUTHORISED, ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL

(Rs. In Lakhs)

PARTICULARS	FOR THE YEAR ENDED MARCH 31	
	2018	2017
SHARE CAPITAL		
<u>Authorised</u> Equity Shares of Rs.10.00 each	700.00	5.00
<u>Issued, Subscribed and Paid Up</u> Equity Shares of Rs.10.00 each	341.25	5.00

(i) The reconciliation of the number of shares outstanding is set out below:

PARTICULARS	AS AT 31ST MARCH, 2018		AS AT 31ST MARCH, 2017	
	NO. OF SHARES HELD	AMOUNT	NO. OF SHARES HELD	AMOUNT
Equity shares at the beginning of year	50,000	5.00	50,000	5.00
Add: During the year	33,62,500	336.25	-	-
Equity shares at the end of year	34,12,500	341.25	50,000	5.00

(ii) Rights, Preferences and restrictions attached to Equity Shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each Shareholder is eligible for one vote per share. In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

(iii) The details of shareholders holding more than 5% shares

PARTICULARS	AS AT 31ST MARCH, 2018		AS AT 31ST MARCH, 2017	
	NO. OF SHARES HELD	% HELD	NO. OF SHARES HELD	% HELD
Rajnish Kumar Singh	32,49,990	95.24	49,990	99.98

(iv) Out of 34,12,500 Equity Shares, 9,50,000 aggregate number of shares are allotted as fully paid up by way of bonus share in Financial Year 2017-18.

NOTE 03: RESERVES & SURPLUS

(Rs. In Lakhs)

PARTICULARS	FOR THE YEAR ENDED MARCH 31	
	2018	2017
Profit / (Loss) Brought Forward	96.22	32.35
(Less): Utilisation for Bonus	(95.00)	-
(Less): Fixed Assets Adjustments	-	-
Add: Profit for current year	243.39	63.87
Securities Premium Brought Forward	-	-
Add: Premium on Shares Issued during the year	16.25	-
Securities Premium Carried Forward	16.25	-

NOTE 04: LONG TERM BORROWINGS

(Rs. In Lakhs)

PARTICULARS	FOR THE YEAR ENDED MARCH 31	
	2018	2017
SECURED		
Term Loan from Banks	31.44	117.43
UNSECURED		
Term Loan from Banks	172.60	14.01

NOTE: Term Loan from Bank of Rs. 1,49,05,337 are secured by way of first mortgage / charge on the Immovable Property personally owned by the promoter.

Maturity Profile of above Term Loans are as set out below:

PARTICULARS	1-2 YEARS	2-3 YEARS	3-4 YEARS	BEYOND 4 YEARS
Term Loan from Banks	39.89	25.54	6.15	132.46

NOTE 05: DEFERRED TAX LIABILITIES

(Rs. In Lakhs)

PARTICULARS	FOR THE YEAR ENDED MARCH 31	
	2018	2017
Related to Fixed Assets	-	0.05
TOTAL	-	0.05

NOTE 06: RESERVES & SURPLUS

(Rs. In Lakhs)

PARTICULARS	FOR THE YEAR ENDED MARCH 31	
	2018	2017
SECURED		
Working Capital from Bank	-	-
Loan from Bank	-	-
UNSECURED		
Loan repayable on demand from related parties	-	21.47
Loan repayable on demand from others parties	-	-
- Banks	13.52	-
- From Other Parties	162.68	121.06
TOTAL	176.2	142.53

NOTE 07: TRADE PAYABLES

(Rs. In Lakhs)

PARTICULARS	FOR THE YEAR ENDED MARCH 31	
	2018	2017
Micro Small and Medium Enterprises		
Others	410.88	281.81

*The Company has initiated the process of identifying (MSMEs) as per Micro, Small and Medium Enterprises Development Act, 2006. Based on the information available, the Company is of the opinion that there are no entities that can be defined as MSMEs.

NOTE 08: OTHER CURRENT LIABILITIES

(Rs. In Lakhs)

PARTICULARS	FOR THE YEAR ENDED MARCH 31	
	2018	2017
Advances from Customers	3.48	3.89
Creditors for Expenses	228.45	132.56
TDS Payable	5.15	4.54
GST Payable	7.90	-
Sales Tax Payable	-	10.94
Profession Tax Payable	0.018	0.036
Director's Remuneration Payable	0.59	-
Director's Sitting Fees Payable	0.30	-
Salary Payable	1.30	2.90
TOTAL	247.18	154.86

NOTE 09: SHORT TERM PROVISIONS

(Rs. In Lakhs)

PARTICULARS	FOR THE YEAR ENDED MARCH 31	
	2018	2017
Provision for Tax (Net of Taxes)	119.95	26.02
TOTAL	119.95	26.02

NOTE 10: FIXED ASSETS

(Rs. In Lakhs)

PARTICULARS	GROSS BLOCK AT COST			DEPRECIATION/ AMORTISATION			NET BLOCK	
	AS AT 01-04-2017	ADDITIONS DURING THE YEAR	AS AT 31-03-2018	PROVIDED UPTO 01-04-2017	FOR THE PERIOD 2017-2018	AS AT 31-03-2018	AS AT 31-03-2018	AS AT 31-03-2017
TANGIBLE ASSETS :								
Computer	3.09	3.84	6.93	0.61	3.02	3.62	3.31	2.48
Motor Vehicle	0.75	-	0.75	0.24	0.12	0.36	0.39	0.51
Office Equipment	1.68	6.86	8.54	0.61	1.92	2.53	6.01	1.07
Furniture & fixtures	0.56	0.27	0.83	0.045	0.20	0.25	0.59	0.52
TOTAL	6.08	10.98	17.05	1.50	5.26	6.76	10.29	4.57
PREVIOUS YEAR	2.13	3.95	6.08	0.27	1.23	1.50	4.57	1.86

NOTE 11: DEFERRED TAX ASSETS

(Rs. In Lakhs)

PARTICULARS	FOR THE YEAR ENDED MARCH 31	
	2018	2017
Related to Fixed Assets	0.59	-
TOTAL	0.59	-

NOTE 12: LONG TERM LOANS AND ADVANCES

(Rs. In Lakhs)

PARTICULARS	FOR THE YEAR ENDED MARCH 31	
	2018	2017
(Unsecured, considered good) Security Deposits	10.25	4.25
TOTAL	10.25	4.25

NOTE 13: INVENTORIES

(Rs. In Lakhs)

PARTICULARS	FOR THE YEAR ENDED MARCH 31	
	2018	2017
Stock-in-Trade	212.00	352.39
TOTAL	212.00	352.39

NOTE 14: DETAILS OF TRADE RECEIVABLES AS RESTATED

(Rs. In Lakhs)

PARTICULARS	FOR THE YEAR ENDED MARCH 31	
	2018	2017
(A) Unsecured, Considered Good Outstanding for More than Six Months		
- More than 6 Months	106.14	104.84
- Others	1262.79	305.60
TOTAL	1368.93	410.44

NOTE 15: CASH AND CASH EQUIVALENTS

(Rs. In Lakhs)

PARTICULARS	FOR THE YEAR ENDED MARCH 31	
	2018	2017
Balances with Banks	12.75	16.81
Cash in Hand	0.70	0.55
TOTAL	13.46	17.36

NOTE 16: SHORT TERM LOANS AND ADVANCES

(Rs. In Lakhs)

PARTICULARS	FOR THE YEAR ENDED MARCH 31	
	2018	2017
(Unsecured, considered good)		
Loans and Advances to Others	27.55	23.55
Advance for Expenses	116.28	24.91
TOTAL	143.83	48.46

NOTE 17: OTHER CURRENT ASSETS

(Rs. In Lakhs)

PARTICULARS	FOR THE YEAR ENDED MARCH 31	
	2018	2017
Company Incorporate Expenses	0.19	0.30
Prepaid Profession Tax	0.12	0.16
VAT Receivable	0.66	-
TOTAL	0.98	0.46

NOTE 18: REVENUE OF OPERATIONS

(Rs. In Lakhs)

PARTICULARS	FOR THE YEAR ENDED MARCH 31	
	2018	2017
Sale of Products	2749.64	2529.49
TOTAL	2749.64	2529.49

NOTE 19: OTHER INCOME

(Rs. In Lakhs)

PARTICULARS	FOR THE YEAR ENDED MARCH 31	
	2018	2017
Interest Income	0.23	0.14
Sundry Balance Written off	115.00	-
TOTAL	115.23	0.14

NOTE 20: PURCHASES OF STOCK-IN-TRADE

(Rs. In Lakhs)

PARTICULARS	FOR THE YEAR ENDED MARCH 31	
	2018	2017
Purchases of traded goods	892.62	948.62
TOTAL	892.62	948.62

NOTE 21: CHANGES IN INVENTORIES OF STOCK-IN-TRADE

(Rs. In Lakhs)

PARTICULARS	FOR THE YEAR ENDED MARCH 31	
	2018	2017
Opening Stock	352.39	249.45
Less: Closing Stock	212.00	352.39
TOTAL	140.38	(102.93)

NOTE 22: EMPLOYEE BENEFITS EXPENSE

(Rs. In Lakhs)

PARTICULARS	FOR THE YEAR ENDED MARCH 31	
	2018	2017
Salaries & Wages	39.34	35.22
Directors Remuneration	57.00	24.00
Staff Welfare	3.89	0.20
TOTAL	100.23	59.42

NOTE 23: FINANCE COST

(Rs. In Lakhs)

PARTICULARS	FOR THE YEAR ENDED MARCH 31	
	2018	2017
Interest Paid on Loan	65.20	16.21
Other Borrowing costs	11.03	5.35
TOTAL	76.23	21.57

NOTE 24: OTHER CURRENT ASSETS

(Rs. In Lakhs)

PARTICULARS	FOR THE YEAR ENDED MARCH 31	
	2018	2017
Rent	16.99	12.52
Brokerage and Commission Paid	3.95	50.00
Call Centre Expenses	3.96	100.51
Courier Expenses	189.59	162.89
Packing Material	35.91	30.21
Advertisement Expenses	705.17	1093.59
Telecast Fees	-	12.43
Business Promotion	285.38	0.80
Payment to Auditors	2.00	2.00
Legal & Professional Fees	10.03	1.09
ROC Fees	8.99	-
Miscellaneous Expenses	24.49	40.73
TOTAL	1286.45	1506.77

NOTE 25 : In the opinion of the Management, Current Assets have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

NOTE 26 : The company follows the policy of including the financing cost incurred up to the date the asset is ready to use in the cost of the asset. All other borrowing costs are treated as revenue expenses.

NOTE 27 : The Company had initiated the process of identifying (MSMEs) as per Micro, Small and Medium Enterprises Development Act, 2006. Based on the information available, the Company is of the opinion that there are no entities that can be defined as MSMEs.

NOTE 28 : There are no known contingent liabilities during the year.

NOTE 29 : PAYMENT TO AND PROVISION FOR AUDITORS

PARTICULARS	2017-2018	2016-2017
Audit Fees	1.50	1.50
Taxation Matters	0.50	0.50
Certification Fees	1.00	-
For Other Taxation Matters	0.70	-

NOTE 30 : RELATED PARTY TRANSACTIONS

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

(Rs. In Lakhs)

NAME OF RELATED PARTY	NATURE OF TRANSACTION	2017-2018	2016-2017
1. Rajnish Kumar Singh – Director	Salary	54.00	20.56
	Loan Taken	6.00	21.47
	Loan Repaid	27.47	-
	Equity Shares/ Bonus	-	-
2. Shalini Mishra - Director	Salary	3.00	3.00
3. Mihir Patwa - Chief Financial Officer	Salary	2.80	2.10
4. Rohit Ranjan - Director	Salary	2.40	2.20
	Loan Given	4.75	4.75
5. Ruchi Rushabh Saparia - Company Secretary	Salary	0.30	-
6. QS Hot Deals - Partnership Firm of Promoter	Purchases	-	21.03

NOTE 31: PROVISION FOR CURRENT TAX

- Provision for Current tax is made with reference to taxable income computed for the accounting period for which the financial statement are prepared by applying the tax rates relevant to the Assessment Year.
- The Break up of Deferred Tax Liability as on 31th March, 2018 is as follows:

NAME OF RELATED PARTY	31ST MARCH 2018	31ST MARCH 2017
A. Deferred Tax Assets		
Opening balance as at 01/04/2017	0.006	0.006
Timing Difference in Depreciable Assets	0.64	-
Total	0.65	

NAME OF RELATED PARTY	31ST MARCH 2018	31ST MARCH 2017
B. Deferred Tax Liabilities		
Opening balance as at 01/04/2017	0.06	-
Timing Difference in Depreciable Assets	-	0.06
Total	0.06	0.06
Net Deferred Tax Asset / (Liability)	0.59	(0.05)

NOTE 32: EARNING PER SHARE

NAME OF RELATED PARTY	31ST MARCH 2018	31ST MARCH 2017
Net Profit after tax as per Profit and Loss statement attributable to Equity Shareholders	2,43,38,675	63,87,052
Weighted Average Number of Equity Shares	34,12,500	50,000
Basic and Diluted Earnings per share (Rs.)	7.13	127.74
Face Value per equity share (Rs.)	10.00	10.00

NOTE 33 : There are no reportable segment other than trading activities as per AS-17 Segment Reporting. The company does not have transactions of more than 10% of total revenue with any single external customer.

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

For M/s. Pramod & Associates
Chartered Accountant

Sd/-
Vipul I. Sheth
Partner
(Membership No. 101282)

Place: Mumbai
Date: 16 August, 2018

RAJNISH WELLNESS LIMITED

CIN:U52100MH2015PLC265526

NAVJIVAN COMM. SOCIETY, BLDG. NO.3, 6TH FLOOR, OFFICE NO.10L, MUMBAI CENTRAL, MUMBAI – 400008
Email Id: info@rajnishwellness.com

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

FOR PHYSICAL HOLDING	FOR ELECTRONIC FORM (DEMAT) NSDL/CDSL		NO. OF SHARES HELD
LF NO.	DP ID	CLIENT ID	

I hereby record my presence at the Annual General Meeting of the Company, being held on Thursday, 20th September, 2018 at 12:30 P.M. at Navjivan Comm. Society, Bldg. No.3, 6th Floor, Office No. 10L, Mumbai Central, Mumbai – 400008 At 12.30 P.M.

FULL NAME AND ADDRESS OF THE MEMBER/JOINT MEMBER(S) / PROXY (IN CAPITAL LETTERS)

IF PROXY, FULL NAME AND ADDRESS OF MEMBER/JOINT MEMBER(S) (IN BLOCK CAPITAL LETTERS)

Name of the Member/ Proxy
(in Block Letters)

Signature of the Member/ Proxy

NOTE:

1. Please complete the Folio/DP ID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall. Joint Shareholders may obtain additional attendance slips at the entrance.
2. Electronic copy of the Annual Report including notice of Annual General Meeting for the financial year ended on 31.03.2018 & Attendance Slip along with Proxy Form is being sent to all the members whose e-mail address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of Annual Report for the financial period ended on 31.03.2018 & Notice of Annual General Meeting along with Attendance Slip and Proxy Form is being sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

FORM MGT-11

PROXY FORM

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

Name of the Shareholder(s): _____

Registered Address: _____

E-mail ID: _____

Folio No./Client ID: _____

DPID: _____

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

A. Name: _____

Address: _____

E-mail ID: _____

Signature: _____

Or failing him/her.

B. Name: _____

Address: _____

E-mail ID: _____

Signature: _____

Or failing him/her.

C. Name: _____

Address: _____

E-mail ID: _____

Signature: _____

Or failing him/her.

As my/our proxy to attend and vote (on poll) for me/us, on my/our behalf at the Annual General Meeting of the company to be held on – Thursday, 20th September, 2018 at 12:30 am at Navjivan Comm. Society, Bldg. No.3, 6th Floor, Office No.10 L, Mumbai Central, Mumbai - 400008, and at any adjournment thereof in respect of such resolutions as are indicated below:

BUSINESS	VOTING	
	FOR	AGAINST
1. Approval of Accounts-Ordinary Resolution		
2. Re-Appointment of Director-Ordinary Resolution		
3. Appointment of Auditor-Ordinary Resolution		

Signed this _____ day of _____

Signature of Shareholder _____

Signature of Proxy holder _____

Revenue Stamp

NOTES :

1. Proxy need not be a member of the Company.
2. The Proxy Form duly filled in and signed by the member(s) across Revenue Stamp should reach the Company's Registered Office: Navjivan Comm. Society, Bldg. No.3, 6th Floor, Office No.10L, Mumbai Central, Mumbai – 400008, Maharashtra at least 48 hours before the commencement of the meeting.
3. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.

FORM MGT-12

BALLOT PAPER/POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of Company: Rajnish Wellness Limited

Registered Office: Navjivan Comm. Society, Bldg. No.3, 6th Floor, Office No.10I,
Mumbai Central, Mumbai – 400008

BALLOT FORM

(In blockletters)

Name of the First Named Shareholder :

Name of the Joint Holder(s) if any :

Registered address of the sole/first

Named Shareholder :

Registered Folio No. / DP No. / Client ID No. :

Class of shares & No. of shares held :

I/We hereby exercise my/our vote in respect of Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

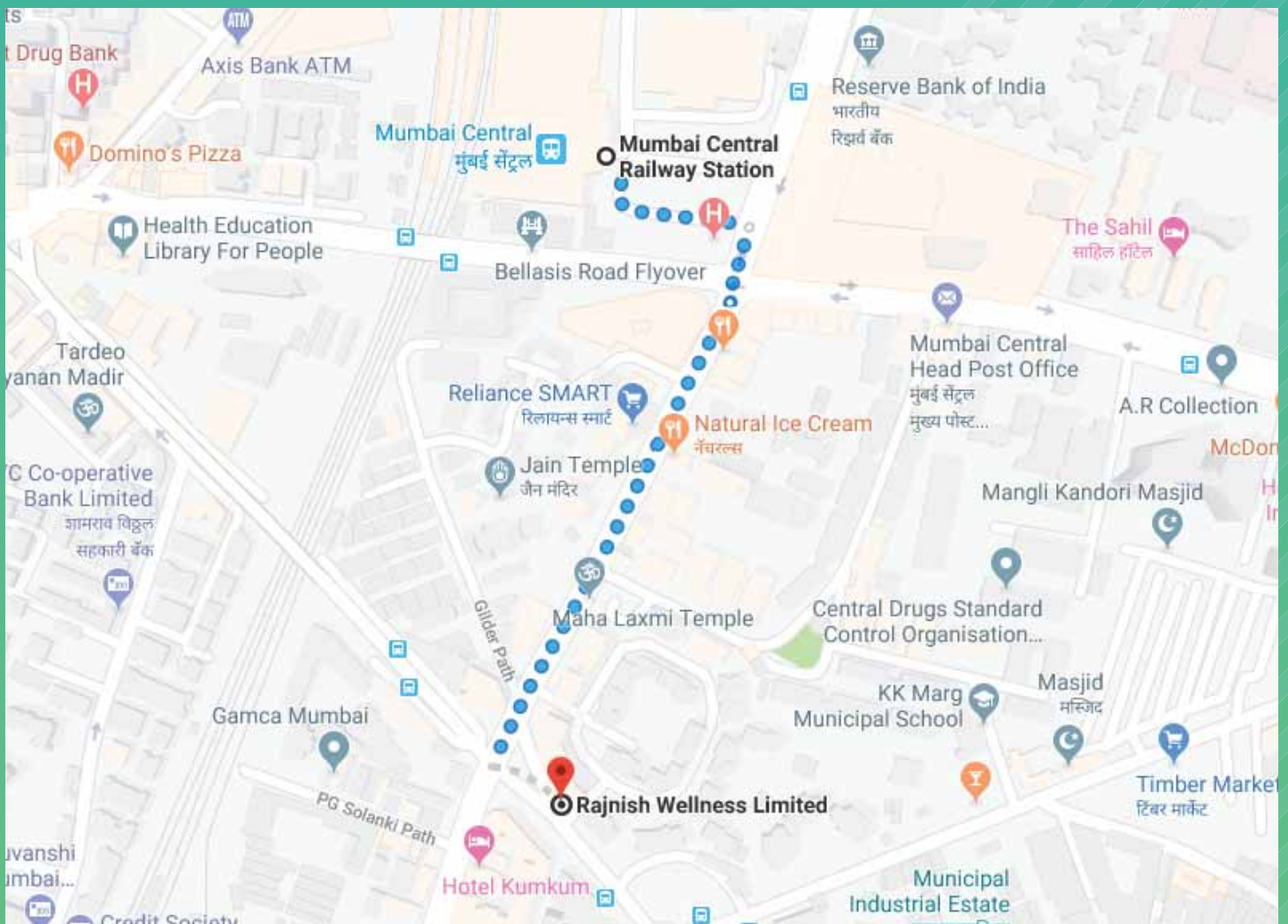
RESOLUTION	NO. OF EQUITY SHARE(S) HELD	I/WE ASSENT TO THE RESOLUTION (FOR)*	I/WE DISSENT TO THE RESOLUTION (AGAINST)*
<ol style="list-style-type: none"> 1. To receive, consider and adopt the audited balance sheet as at 31st march, 2018 and statement of profit & loss for together with cash flow statement and notes forming part thereto ("financial statement") for the year ended on 31st march, 2018 and report of the board of directors and auditors thereon. 2. To appoint a director in place of Mr. Rajnishkumar Surendraprasad Singh who retires by rotation and being eligible, offers her for re-appointment. 3. To appoint a director in place of Ms. Shalanimishra, who retires by rotation and being eligible, offers her for re-appointment. 4. To ratify the appointment of M/s. Pramod & Associates the auditors of the company and to fix their remuneration and in this regards to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution. 			

Place: Mumbai

Date:

 Signature of the Shareholder

ROUTE MAP TOWARDS VENUE OF ANNUAL GENERAL MEETING OF RAJNISH WELLNESS LTD. FOR 2017-18



AGM: 20TH SEPTEMBER, 2018 AT 12:30 PM

BANGALORE EVENT



DADAR (MUMBAI) EVENT



GHATKOPAR (MUMBAI) EVENT



THANE VIVIANA MALL

