Rajnish Retail Limited

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTY SECOND ANNUAL GENERAL MEETING (THE "MEETING") OF RAJNISH RETAIL LIMITED ("THE COMPANY") WILL BE HELD ON SATURDAY THE 26TH SEPTEMBER, 2026 AT 3.30 PM THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS (VC/OAVM) FACILITY TO TRANSACT FOLLOWING BUSINESS.

ORDINARY BUSINESS:

ITEM NO. 1
TO APPROVE ADOPTION OF FINANCIAL STATEMENTS:
To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2026 including Audited Balance Sheet as at 31st March, 2026 and the statement of Profit & Loss for the year ended on that date and the Report of the Board of Directors and Auditors thereon.

ITEM NO. 2
TO RE-APPOINT MR. ANAND KUMAR JAIN (DIN: 06473991) WHO RETIRES BY ROTATION & BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT AS A DIRECTOR:

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

"RESOLVED THAT, pursuant to the provisions of Section 152 (6) and other applicable provisions of the Companies Act, 2013(including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), Mr. Anand Kumar Jain (DIN: 06473991) who retires by rotation & being eligible offers himself for re-appointment as Director, be and is hereby re-appointed as a Director liable to retire by rotation."

SPECIAL BUSINESS:

ITEM NO. 3
TO APPROVE RELATED PARTY TRANSACTIONS UP TO ₹10 CRORES.

To consider and if though fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 188, 177, and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations), and the Company's Policy on Related Party Transactions, and subject to such other consents, approvals, permissions as may be required, the approval of the members of the Company be and is hereby accorded to the Board of Directors (including any committee thereof), to enter into and/or continue to enter into Related Party Transactions (RPTs), whether individually and/or in aggregate, with related parties as defined under the Companies Act and SEBI LODR Regulations, for an amount not exceeding

Rs.10,00,00,000/- (Rupees Ten Crores only) during the financial year 2026–2027, such transactions being in the ordinary course of business and at arm's length basis.

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

ITEM NO.4
TO APPROVE THE TRANSACTIONS WITH THE COMPANY'S RELATED PARTIES:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's policy on Related Party transaction and as agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee and sub-committee which the Board may have constituted or shall hereinafter constitute to exercise its powers including the powers conferred by this resolution), approval of the members of the Company be and is hereby accorded to enter into arrangements / transactions / contracts with the Company's related parties within the meaning of Regulation 2(1)(zb) of the SEBI (LODR) Regulations, 2015 relating to transactions the details of which are more particularly set below, provided however that the aggregate amount / value of all such arrangements / transactions / contracts that may be entered into by the Company with the Related Parties and remaining outstanding at any one point in time shall not exceed the limits mentioned below during any one financial year 2026-2027, provided that the said transactions are entered into / carried out on arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors:

SR. NO.	NAME OF THE RELATED PARTY	NATURE OF RELATIONSHIP WITH THE COMPANY	NATURE OF TRANSACTION	AMOUNT OF TRANSACTION
1	MR. RAJNISH KUMAR SINGH	EXECUTIVE DIRECTOR	BORROWINGS (UNSECURED LOANS)	UPTO 10,00,00,000
2	MR. ANANDKUMAR RAMESHKUMAR JAIN	WHOLE TIME DIRECTOR	BORROWINGS (UNSECURED LOANS)	UPTO 10,00,00,000

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

By order of the Board
For, Rajnish Retail Limited

Sd /-
Priti Agrawal
Company Secretary & Compliance Officer
Membership No.: A43828

Date: 31/08/2026
Place: Mumbai

NOTES:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secret arial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.rajnishretail.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

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

The remote e-voting period begins on 23rd September, 2026, at 09:00 A.M. and ends on 25th September, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 19th September, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 19th September, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

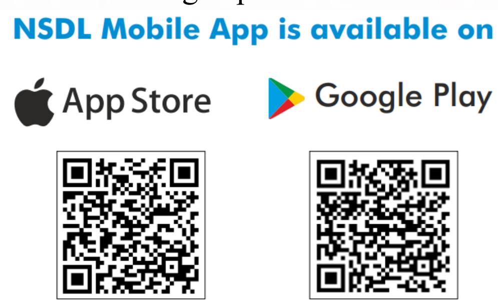
Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

	If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 141908 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kunal@hspnassociates.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Rahul Rajbhar at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@rajnishretail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@rajnishretail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@rajnishretail.com. The same will be replied by the company suitably.

By order of the Board
For **Rajnish Retail Limited**

Sd /-
Priti Agrawal
Company Secretary & Compliance Officer
Membership No.: A43828

Date: 31/08/2026
Place: Mumbai

EXPLANATORY STATEMENT

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

ITEM NO.3

TO APPROVE RELATED PARTY TRANSACTIONS UP TO Rs. 10 CRORES

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

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

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

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

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

ITEM NO. 4

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

Pursuant to the Provisions of Section 188 of the Companies Act, 2013, the Companies (Meetings of Board and its Powers) Rules,2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section require a company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of an Ordinary resolution in case the value of the Related party transactions exceeds the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in Ordinary course of business and on arm's length basis. Further, Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and the Company's Policy on Materiality of Related Party Transactions, mandates the Company to obtain approval of the Members by way of an Ordinary Resolution. Accordingly, the Members approval is sought for the below transactions which needs to be entered with the Company's related parties:

SR. NO.	NAME OF THE RELATED PARTY	NATURE OF RELATIONSHIP WITH THE COMPANY	NATURE OF TRANSACTION	AMOUNT OF TRANSACTION
1	MR. RAJNISH KUMAR SINGH	EXECUTIVE DIRECTOR	BORROWINGS (UNSECURED LOANS)	10,00,00,000
2	MR. ANANDKUMAR RAMESHKUMAR JAIN	WHOLE TIME DIRECTOR	BORROWINGS (UNSECURED LOANS)	10,00,00,000

The Board of Directors on recommendation of the Audit Committee, at its meeting held on 20th day of May, 2025, has approved the above proposal subject to the approval of the Members of the Company. The Board recommends and proposes this resolution to the members of the Company for their approval in the best interest of the Company. As per Regulation 23 of the SEBI Listing Regulations related parties of the Company are not permitted to vote to approve the resolution set out in Item No. 4 of this Notice whether the related party is a related party to the proposed transaction or not. The Board recommends the ordinary resolution set out at Item No. 4 of the Notice for your approval.

Annexure to this Notice

Details of the Directors seeking appointment/ re-appointment at the forthcoming Annual General Meeting [In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]

Name of the Director	Anand Kumar Jain
DIN	06473991
Type	Whole-Time Director
Date of Birth and Age	24^{th} April, 1981 (45 years)
Date of Appointment/ Reappointment	4^{th} April, 2024
Qualifications	Graduation
Expertise in specific functional areas, Experience along with Skills and capabilities required for the role	Anand Kumar Jain is a Whole-time Director. He has the educational background, training and experience suitable for the job. He has a wide experience in the requisite area.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NIL
Directorships held in other private companies	NIL
Memberships / Chairmanships of committees of other public companies	NIL
Number of shares held in the Company	NIL
Terms and conditions of appointment/ re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
Remuneration proposed paid to be	NIL
Remuneration last drawn	NIL
No. of meetings of the Board attended (FY 2025-2026)	6
Relationship between Directors inter-se	NA
Confirmation in compliance with SEBI Letter dated June 14, 2018 read along with Exchange Circular dated June 20, 2018 (Affirmation that the person proposed to be appointed as Director is not debarred from holding the office by virtue of any SEBI Order or any other authority)	We hereby confirm that Anand Kumar Jain is not debarred from holding the office of Director by any SEBI order or any other such authority.
Affirmation that the Director being appointed is not disqualified from holding the office of director pursuant to provisions of Section 164 of the Companies Act, 2013	We hereby confirm that Mr. Anand Kumar Jain is not disqualified from holding the office of director pursuant to provisions of Section 164 of the Companies Act, 2013.

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

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

Sr. No	Particulars of Information	Information provided by the Management		
A (1) Basic details of the related party				
1	**Name of the Related Party**	**Rajnish Wellness Limited (RWL)**	**Mr. Rajnish Kumar Singh (MD)**	**Mr. Anandkumar Rameshkumar Jain (WTD)**
2	Country of incorporation of the related party	India	India	India
3	Nature of business of the related party		Mr. Rajnish Kumar Singh is the Managing Director (MD) of the Company	Mr. Anandkumar Jain is the Whole-Time Director (WTD) of the Company
A (2) Relationship and ownership of the related party				
1	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Rajnish Wellness Limited and Rajnish Retail Limited have under the same Promoter group	Mr. Rajnish Kumar Singh, Promoter of the Company, and accordingly has a financial interest in the entity.	Mr. Anandkumar Jain, WTD of the Company, and accordingly has a financial interest in the entity.
2	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Not Applicable	Not Applicable	Not Applicable
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity / subsidiary (in case of	Not Applicable	Not Applicable	Not Applicable

	transaction involving the subsidiary).			
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ Subsidiary / related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Not Applicable	39675010	2650000
A (3) Details of previous transactions with the related party				
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	Loan given of Rs. 8,28,19,000	NIL	NIL
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. (Rs. Lakhs including GST)	Loan taken of Rs. 4,15,00,000	NIL	NIL

3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No	No	No
A (4) Amount of the proposed transaction(s)				
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / shareholders	Giving of loan(s) – Aggregate Value not exceeding Rs. 10,00,00,000/-	Giving of loan(s) – Aggregate Value not exceeding Rs. 10,00,00,000/-	Giving of loan(s) – Aggregate Value not exceeding Rs. 10,00,00,000/-
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	11.79%	11.79%	11.79%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable	Not Applicable	Not Applicable

5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	11.79%	Financial/turnover details of the Related Party are not available with the Company.	Financial/turnover details of the Related Party are not available with the Company.
6	Financial performance of the related party for the immediately preceding financial year: *Explanations: The above information is given on standalone basis.*	Turnover (in Lakhs): Rs. 8,482.35/- Profit after Tax (in Lakhs): Rs.105.94/- Net Worth (in Lakhs): Rs.7,197.60/-	The financial details of the Related Party are not available with the Company as on the date of preparation of this disclosure.	The financial details of the Related Party are not available with the Company as on the date of preparation of this disclosure.
A (5) Basic details of the proposed transaction				
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.	Giving of loan(s)	Giving of loan(s)	Giving of loan(s)
2	Details of each type of the proposed transaction.	Same as above	Same as above	Same as above
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-2027 (12 months)	FY 2026-2027 (12 months)	FY 2026-2027 (12 months)
4	Whether omnibus approval is being sought?	Yes	Yes	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Giving of loan(s) – Aggregate Value not exceeding Rs. 10,00,00,000/-	Giving of loan(s) – Aggregate Value not exceeding Rs. 10,00,00,000/-	Giving of loan(s) – Aggregate Value not exceeding Rs. 10,00,00,000/-

6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The transactions are undertaken to meet the Company's business objectives, operational requirements, and short-term funding needs, including loans taken from and/or given to RWL, and are necessary for the smooth and efficient functioning of the Company.	The proposed Related Party Transactions are in the ordinary course of business	The proposed Related Party Transactions are in the ordinary course of business
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. *Explanation: Indirect interest shall mean interest held through any person over which an individual has control.*			
8	Name of the Director / KMP	Mr. Rajnish Kumar Singh	Mr. Rajnish Kumar Singh is Promoter	Mr. Anandkumar Jain is a shareholder and WTD of the Company
9	Shareholding of the director / KMP, whether direct or indirect, in the related party.	93020611	39675010	NIL
10	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	Not Applicable	Not Applicable
11	Other information relevant for decision making.	Not Applicable	Not Applicable	Not Applicable

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

Sr.	**Particulars of Information**	**Information provided by the Management**		
		Rajnish Wellness Limited (RWL)	**Mr. Rajnish Kumar Singh (MD)**	**Mr. Anandkumar Rameshkumar Jain (WTD)**
B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances				
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable	Not Applicable	Not Applicable
2.	Basis of determination of price.	The proposed transaction shall be undertaken on mutually agreed commercial terms, in the ordinary course of business, wherever applicable, on an arm's length basis and in compliance with applicable laws and the Company's policies.	Not Applicable	Not Applicable
3.	In case of Trade advance *(of upto 365 days or such period for which such advances are extended as per normal trade practice),* if any, proposed to be extended to the related party in relation to the	Not Applicable	Not Applicable	Not Applicable
	a. Amount of Trade advance			
	b. Tenure			
	c. Whether same is self-liquidating?			
B (2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary				
1	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs / insurance	The proposed transaction shall be funded out of the Company's own/ internal accruals and available funds.	The proposed transaction shall be funded out of the Company's own/ internal accruals and available funds.	The proposed transaction shall be funded out of the Company's own/ internal accruals and available funds.

	Companies / housing finance companies.			
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: *Note: This item of disclosure is not applicable to listed banks/ NBFCs/ insurance companies/ housing finance companies.*	Not Applicable	Not Applicable	Not Applicable
	a. Nature of indebtedness			
	b. Total cost of borrowing			
	c. Tenure			
	d. other details			
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. *Note:* *(1) This item of disclosure is not applicable to listed banks/NBFC's/insurance companies/housing finance companies.* *(2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity*	Not Applicable	Not Applicable	Not Applicable
	Proposed interest rate to be charged by listed entity or its subsidiary	As may be mutually agreed between the parties from time to time.	As may be mutually agreed between the parties from time to time.	As may be mutually agreed between the parties from time to time.
	Maturity / due date	As may be mutually agreed between the parties from time to time.	As may be mutually agreed between the parties from time to time.	As may be mutually agreed between the parties from time to time.
	Repayment schedule & terms	As may be mutually agreed between the parties from time to time.	As may be mutually agreed between the parties from time to time.	As may be mutually agreed between the parties from time to time.

	Whether secured or unsecured?	Unsecured	Unsecured	Unsecured
	If secured, the nature of security & security coverage ratio	Not Applicable	Not Applicable	Not Applicable
	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	The funds received pursuant to the proposed transaction shall be utilized by the ultimate beneficiary for its day-to-day business operations, working capital requirements, and other general corporate purposes in the ordinary course of business.	The funds received pursuant to the proposed transaction shall be utilized by the ultimate beneficiary for its day-to-day business operations, working capital requirements, and other general corporate purposes in the ordinary course of business.	The funds received pursuant to the proposed transaction shall be utilized by the ultimate beneficiary for its day-to-day business operations, working capital requirements, and other general corporate purposes in the ordinary course of business.
B (3) Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary				
1	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/ insurance companies/ housing finance companies.	Not Applicable	Not Applicable	Not Applicable
2	Where any financial indebtedness is incurred to make investment, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies.	Not Applicable	Not Applicable	Not Applicable
	a. Nature of indebtedness			
	b. Total cost of borrowing			
	c. Tenure			
	d. Other details			
3	Purpose for which funds shall be utilized by the investee company.	Not Applicable	Not Applicable	Not Applicable

4	Material terms of the proposed transaction	Not Applicable	Not Applicable	Not Applicable
B (5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary				
1	Material covenants of the proposed transaction	Not Applicable	Not Applicable	Not Applicable
	Interest rate (in terms of numerical value or base rate and applicable spread)	Not Applicable	Not Applicable	Not Applicable
	Cost of borrowing Note: This shall include all costs associated with the borrowing	Not Applicable	Not Applicable	Not Applicable
	Maturity / due date	Not Applicable	Not Applicable	Not Applicable
	Repayment schedule & terms	Not Applicable	Not Applicable	Not Applicable
	Whether secured or unsecured	Not Applicable	Not Applicable	Not Applicable
	If secured, the nature of security & security coverage ratio	Not Applicable	Not Applicable	Not Applicable
	The purpose for which the funds will be utilized by the listed entity / subsidiary	Not Applicable	Not Applicable	Not Applicable

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

Sr.	**Particulars of Information**	**Information provided by the Management**		
		Rajnish Wellness Limited (RWL)	**Mr. Rajnish Kumar Singh (MD)**	**Mr. Anandkumar Rameshkumar Jain (WTD)**
C. Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances				
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable	Not Applicable	Not Applicable

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

2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. In addition, state the following:	No such default on borrowings	No such default on borrowings	No such default on borrowings
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	Not Applicable	Not Applicable	Not Applicable
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	Not Applicable	Not Applicable	Not Applicable
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	Not Applicable	Not Applicable	Not Applicable
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	Not Applicable	Not Applicable	Not Applicable
	FY 2024 – 2025			
	FY 2023 – 2024			

	FY 2022 – 2023			
C (2) Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary				
1	Latest credit rating of the related party Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This shall be applicable in case of investment in debt securities.	Not Applicable	Not Applicable	Not Applicable
2	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable	Not Applicable	Not Applicable
C (4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary				
	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.	Not Applicable	Not Applicable	Not Applicable
	a. Before transaction	Not Applicable	Not Applicable	Not Applicable
	b. After transaction	Not Applicable	Not Applicable	Not Applicable
	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.	Not Applicable	Not Applicable	Not Applicable
	a. Before transaction	Not Applicable	Not Applicable	Not Applicable
	b. After transaction	Not Applicable	Not Applicable	Not Applicable