



Wellness **NONI** Limited

Ref: WNL\BSE\COMP\2019-20-1

30th August 2019

To

The Bombay Stock Exchange Ltd
Corporate Communication Department,
Dalal Street, Fort,
Mumbai

Dear Sir,

Sub: Submission of 27th Annual Report of the Company

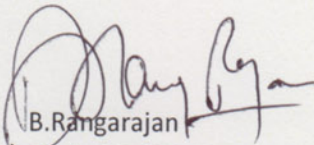
Ref: Scrip Code 531211

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the 27th Annual Report of the Company for the Financial Year 2018-19.

Kindly take the same on record.

Thanking you

Yours faithfully,
For Wellness Noni Ltd


B. Rangarajan
Authorized Signatory

Encl: Annual Report



WELLNESS NONI LIMITED

CIN : L74990 TN 1992 PL C023697

Annual Report 2018 - 2019

Registered Office :

30, Ramappa Nagar Main Road, Perungudi, Chennai - 600 096, India

Phone : 044-2496 0030 E-mail : mail@wellnessnoni.net Visit : www.wellnessnoni.net



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mrs. S. Kala	Managing Director
Mrs. B. Shreekalaivani	Independent Director
Mr. A. Arunachalam	Independent Director (upto 31.03.2019)
Mr. Y. AsharafAli	Director
Mr. R. Rajarajan	Director

Management Team

Mr. B. Ranga Rajan	Chief Financial Officer
Mrs. Suganya Ramamoorthy ACS	Company Secretary

BANKERS

State Bank of India, Adyar
Canara Bank K.B. Nagar, Adyar
HDFC BANK, Perungudi
ICICI Bank, Perungudi
State Bank of India, Perungudi

STATUTORY AUDITORS

M/s. Swaroop Anand & co.,
Chartered Accountants,
Old No V -21, New No 14, 14th Street
V Block, Anna Nagar, Chennai - 600 040.

INTERNAL AUDITOR

Mr.A..R.Murugavel,
Cost Accountant
283-Old No 39C/8,Village Street,
Sathumanagar, Chennai - 600 019.

SECRETARIAL AUDITORS

C. Saimathi, ACS
15, Srinivasa Street, Postal Nagar,
Chrompet, Chennai - 600 044.

REGISTERED OFFICE

30, Ramappa Nagar Main Road,
Perungudi, Chennai - 600 096. Phone : 044-24960030
Email: mail@wellnessnoni.net
Website:wellnessnoni.net

LISTED AT BSE Ltd, Mumbai

REGISTRAR AND TRANSFER AGENTS

M/s. Cameo Corporate Services Ltd,
No.1, Club House Road, Chennai - 600 002.
Phone: 044-28460390, Fax: 044-2846 0129
e-mail:rdr@cameoindia.com



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CIN : L74990 TN 1992 PL C023697

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Phone : 044-2496 0030 E-mail : mail@wellnessnoni.net Visit : www.wellnessnoni.net

NOTICE TO SHAREHOLDERS

Dear Shareholder(s)

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the members of M/s. Wellness Noni Limited will be held on Saturday, the 28th September 2019 at 11.30 a.m. at 30, Ramappa Nagar Main Road, Perungudi, Chennai 600 096, to transact the following business:

A. ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Auditors and the Board of Directors thereon.
2. To appoint a Director in the place of Mr. Rajalingam Rajarajan (DIN: 08029014) who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Statutory Auditors

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

"RESOLVED THAT pursuant to Sections 139,141,142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Companies (Audit and Auditors) Rules, 2014 made there under and other applicable rules, if any, under the Act and pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to recommendation of Audit Committee M/s. SWAROOP ANAND & Co, Chartered Accountants (Registration No. 4324 Membership No. 28457), be and are hereby appointed as the Statutory Auditors of the Company, commencing from the conclusion of this Annual General Meeting till the conclusion of 32nd Annual General Meeting on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in connection with the audit of Accounts of the Company.

B. SPECIAL BUSINESS

(To consider and if thought fit, to pass the following Resolution as Special Resolution)

4. To appoint Shri. Yakub Ashraf Ali, (holding DIN: 02520292) as Whole Time Director and in this regard to consider and if thought fit to pass with or without modification(s), following resolution as an Ordinary Resolution.

"RESOLVED THAT Shri. Yakub Ashraf Ali, (holding DIN: 02520292), who was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on February 14, 2019, pursuant to the provisions of Section 161 of the Companies Act, 2013 holds office up to the date of forth coming Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member along with prescribed deposit, proposing her candidature for the office of Director, be and is hereby appointed a Whole Time Director of the Company.

"RESOLVED FURTHER THAT pursuant to Section 117, 196, 197, 203 and read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remunerating of Managerial Personnel), Rule 2014, pursuant to the recommendations of the Nomination & Remuneration Committee of the Board of Directors Shri. Yakub Ashraf Ali, (holding DIN: 02520292), be and hereby appointed as Executive Director for a period of Five (05) years with effect from September 28, 2019, and be paid remuneration as detailed below:- "

a) Monthly pay of Rs. 45,000/- (Rupees Forty Five Thousand Only) per month with authority to the Nomination & Remuneration Committee of the Board of Directors to grant suitable increments from time to time with immediate effect.

b) All other terms and conditions as applicable to employees of the Company.

"MINIMUM REMUNERATION: In the event of loss or inadequacy of profit, in any financial year during the tenure of service the payment of salary, commission, perquisites and other allowances shall be governed by provisions of the Companies Act, 2013, including all statutory modification or reenactment thereof as may for the time being in force."

"RESOLVED FURTHER THAT disclosures under Section 184 and 189 read with all other applicable provisions of the Companies Act, 2013 as received from Shri. Yakub Ashraf Ali, (holding DIN: 02520292), disclosing inter alia his concern or interest in any contract or arrangement which may be entered into with such body corporate or firm as per Statement brought up and read in this meeting be and are hereby recorded in the Register of Contracts maintained under Section 189 of the Companies Act, 2013."

5. To appoint Shri. Rajalingam Rajarajan, (holding DIN: 08029014) as Whole Time Director and in this regard to consider and if thought fit to pass with or without modification(s), following resolution as an Ordinary Resolution.

"RESOLVED FURTHER THAT pursuant to Section 117, 196, 197, 203 and read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remunerating of Managerial Personnel), Rule 2014, pursuant to the recommendations of the Nomination & Remuneration Committee of the Board of Directors Shri. Rajalingam Rajarajan, (holding DIN: 08029014), be and hereby appointed as Whole Time Director for a period of Five (05) years with effect from September 28, 2019, and be paid remuneration as detailed below:-"

c) Monthly pay of Rs. 30,000/- (Rupees Thirty Thousand Only) per month with authority to the Nomination & Remuneration Committee of the Board of Directors to grant suitable increments from time to time with immediate effect.

d) All other terms and conditions as applicable to employees of the Company.

"MINIMUM REMUNERATION: In the event of loss or inadequacy of profit, in any financial year during the tenure of service the payment of salary, commission, perquisites and other allowances shall be governed by provisions of the Companies Act, 2013, including all statutory modification or reenactment thereof as may for the time being in force."

"RESOLVED FURTHER THAT disclosures under Section 184 and 189 read with all other applicable provisions of the Companies Act, 2013 as received from Shri. Rajalingam Rajarajan, (holding DIN: 08029014), disclosing inter alia his concern or interest in any contract or arrangement which may



be entered into with such body corporate or firm as per Statement brought up and read in this meeting be and are hereby recorded in the Register of Contracts maintained under Section 189 of the Companies Act, 2013."

By Order of the Board

Date : 14-08-2019

Place : Chennai

for WELLNESS NONI LIMITED

Sd/-

Suganya Ramamoorthy

Company Secretary & Compliance Officer

Notes :

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules framed there under, in respect of the Special Business under Item Nos. 4 & 5 of the accompanying Notice are annexed hereto

2. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a Proxy to attend instead of himself / herself and such Proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective must be deposited at the Company's Registered Office, duly completed and signed in the format sent herewith, not less than FORTY EIGHT HOURS before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

3. A person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such person shall not act as a proxy for any other person or shareholder. Corporate Members intending to send their authorized representatives' to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

4. Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of the Directors seeking appointment / re-appointment at the AGM is provided under a separate heading, which forms part of this Notice.

5. The Register of Members and Share Transfer Books of the Company will remain closed from 24-09-2019 to 28-09-2019 (both days inclusive) Members are requested to bring the Annual Report for their reference at the Meeting. Admission Slip duly filled in shall be handed over at the entrance of the meeting hall.

6. Pursuant to Section 113 of the Companies Act, 2013 and Rules framed there under, the corporate members intending to send their authorized representatives to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution and Power of Attorney, if any, authorizing their representative(s) to attend and vote on their behalf at the AGM.

7. Members, who hold shares in dematerialized form, are requested to quote Depository Account Number (client ID no.) for recording of attendance at the Meeting.



8. Electronic mode of the Notice of the 27th AGM of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies of the Notice along with Attendance Slip and Proxy Form is being sent in the permitted mode.

9. Members may also note that the Notice of the 27th AGM and the Annual Report for 2018-19 will be available on the Company's website www.wellnessnoni.net and the physical copies of the aforesaid documents will also be available at the Registered Office of the Company in Chennai for inspection during normal business hours on working days. Even after registering for e-communications, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the company's investor e-mail ID: mail@wellnessnoni.net.

10. The Register of Director and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the member at the AGM.

11. Pursuant to the provisions of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, Members are informed that they may nominate at any time, in the prescribed manner, a person to whom their shares in the Company shall vest in the unfortunate event of their death. Members whose shareholding is in the electronic mode are requested to direct change of address notification and update of Saving Bank Account details to their respective Depository Participant(s). If the shares are held in physical form are requested to register their e-mail address with the company / RTA of the company. The Nomination Form SH-13 and SH-14 are available on the website of the Company.

12. Members are requested to address all correspondence for all matters, to the Registrar and Share Transfer Agents, Cameo Corporate Services Limited, (Unit: Wellness Noni Ltd.), by writing to them at Subramanian Building, No.1, Club House Road, Anna Salai, Chennai-600 002, or by E-Mail to investor@cameoindia.com.

13. The Securities and Exchange Board of India (SEBI) had mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic format, therefore requested to submit their PAN to their Depository Participant(s). Members holding in physical form shall submit their PAN details to the Company.

14. As per Regulation 40(7) of the Listing Regulations read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax Permanent Account Number (PAN) Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company / RTA for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s). In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018.



15. The Ministry of Corporate Affairs (MCA), Government of India has introduced 'Green Initiative in Corporate Governance' by allowing paperless compliance by the Companies for service of documents to their Members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013 and Rules framed thereunder. In case you have not registered your e-mail Id, please communicate the same to the Company or its RTA at their communication address given in the Annual Report in respect of the shares held in physical mode or communicate to your DPs concerned in respect of shares held in demat / electronic mode. Although you are entitled to receive physical copy of the Notices, Annual Reports, etc. from the Company, we sincerely seek your support to enable us to forward these documents to you only by e-mail, which will help us to participate in the Green Initiative of the MCA and to protect our environment

16. Members are requested to bring and produce their Attendance Slip duly signed as per the specimen signature recorded with the Company / DPs for admission to the AGM venue.

17. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members of the Company without payment of fees at the Registered Office of the Company at 30, Ramappa Nagar Main Road, Perungudi, Chennai - 600 096. Inspection by the Members can be done on any working day between 11:00 a.m. and 1:00 p.m. up to the date of AGM of the Company and shall also be available at the venue of the AGM.

18. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of SEBI LODR Regulations 2015, the company is providing a facility to its members to exercise their vote electronically through the remote e-voting facility arranged by CDSL for all items of business as set out in the notice of the AGM and confirms that the business can be transacted through e-voting in pursuance of the above provisions. The facility for voting through ballot/poll paper will also be made available at the AGM and the members who have not already cast their votes by remote e-voting will be able to exercise their right at the AGM through voting by ballot / poll paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The Notice of the 27th AGM and instructions for e-voting, along with Attendance Slip and Proxy Forms, is being sent to all members by Registered Post / Speed Post.

19. VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (listing Obligations and Disclosure Requirements), Regulations 2015, the Company is providing Members facility to exercise their right to vote on resolutions proposed to be considered at the 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (remote e-Voting) will be provided by Central Depository Services (India) Limited (CDSL):

I. The instructions for e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Select "WELLNESS NONI LTD" from the drop down menu and click on "SUBMIT".



(iv) Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Image Verification as displayed and Click on Login).

(v) 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. If you are a first time user follow the steps given in points (vi) and (vii).

(vi) Fill up the following details in the appropriate boxes:

For Members holding shares in Demat Form and Physical Form

PAN Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)

- 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 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.

Dividend Bank Details or Date of Birth 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.

DOB

- 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 (v).

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 sequence number (Sequence number has been provided as Serial number in the address label and / or in the e-mail sent to Members) 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. Eg. If your name is Rajesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login., in case the details are not recorded with the depository and company please enter the Member ID / Folio number in the Dividend Bank details field.

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

(viii) Members holding shares in physical form will reach directly the Company selection screen. However, Members holding shares in demat form will now reach 'Set Password' 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.

(ix) For Members holding shares in physical form, the details can be used only for evoting on the resolutions contained in this Notice.



(x) Click on the EVSN for Wellness Noni Ltd.

(xi) 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.

(xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

(xvii) Institutional shareholders (i.e. other than Individuals, HUF etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

II. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

III. You can also update your mobile number and e-mail id in the user profile details of the portfolio which may be used for sending future communication(s).

IV. The e-voting period commences on 25.09.2019 (10:00 am) and ends on 27.09.2019 (5:00 pm). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 24-09-2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 23-09-2019. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.

VI. Mrs. Saimathy Practicing Company Secretary (COP NO -16417), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM have not cast their votes by availing the remote e-voting facility.

The scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unlock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the

conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the Company's website www.wellnessnoni.net and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him writing. The results shall also be immediately forwarded to the BSE Limited, where equity shares are listed.

The Road map showing directions to reach the venue of the AGM is annexed for convenience of members.

Explanatory Statement in respect of the Special Business

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO: 4

Appointment of Mr. Y. Asharaf Ali as Director and whole time Director

Mr. Y. Asharaf Ali has been appointed as director of the Company with effect from 14th February 2019. Taking into consideration of his rich experience and contribution to the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, recommended to the shareholders at their Board meeting held on 14th August 2019 for appointing Mr. Y. Asharaf Ali as Whole time director of the Company with effect from ensuing annual general meeting. The terms and conditions of appointment are mentioned in the resolution.

Mr. Y. Asharaf Ali is IT Technical Software Engineer and an is also associated with Technical analysts in software developing and web development programming. Mr. Y. Asharaf Ali has completed MA. He is not a Chairman/Member of any Committee of the Board. He does not hold any Equity shares of the Company. Mr. Y. Asharaf Ali is not related to any of the directors of the company.

Mr. Y. Asharaf ali, was co-opted as an Additional Director of the Company with effect from 14th February 2019 at the meeting of Board of Directors of the company and who holds office till the date of this Annual General Meeting. Mr. Y. Asharaf Ali is having more than 20 years of experience in IT, Technical and Software Field, Considering his experience and his valuable contribution to the company, the Directors are of the opinion that his continuance as Director will be of immense benefit to the company.

Hence this Ordinary Resolution is being placed before the members for approval. Except Mr. Y. Ashraf Ali, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, directly or indirectly, in this Ordinary Resolution.

ITEM NO: 5

Appointment of Mr. R Rajarajan as Whole time Director

Mr. R. Rajarajan has been appointed as director of the Company with effect from 30th May 2018. Taking into consideration of his rich experience and contribution to the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, recommended to the shareholders at their Board meeting held on 14th August 2019 for appointing Mr. R. Rajarajan as Whole time director of the Company with effect from ensuing annual general meeting. The terms and conditions of appointment are mentioned in the resolution.

Mr. R. Rajarajan is IT Technical Software Engineer and an is also associated with Technical analysts in software developing and web development programming. Mr. R. Rajarajan has completed MCA. He is



not a Chairman/Member of any Committee of the Board. He does not hold any Equity shares of the Company. Mr. R. Rajarajan is not related to any of the directors of the company.

Mr. R. Rajarajan, was co-opted as an Additional Director of the Company with effect from 30th May 2018 at the meeting of Board of Directors of the company and who holds office till the date of this Annual General Meeting. Mr. R. Rajarajan is having more than 20 years of experience in IT, Technical and Software Field, Considering his experience and his valuable contribution to the company, the Directors are of the opinion that his continuance as Director will be of immense benefit to the company.

Hence this Ordinary Resolution is being placed before the members for approval. Except Mr. R. Rajarajan, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, directly or indirectly, in this Ordinary Resolution.

Date : 14-08-2019

Place : Chennai

By Order of the Board

for WELLNESS NONI LIMITED

Sd/-

S. Kala

Managing Director

(DIN No. 00871183)

INFORMATION RELATING to [Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings (SS-2) issued by the ICSI]

Particulars	Y. Asharaf Ali	R. Rajarajan
Date of Birth	14.04.1976	18.12.1972
Date of Appointment	14-2-2019	30-05-2018
Qualifications	MA	MSC (Computer Science)
Expertise in specific	MSSQL configurations - Windows, Server, Maintenance of Servers,	associated with Technical analysts in software developing and web development programming.
Functional area	Firewall Maintenance, Network Maintenances	
Directorship held in other public companies (excluding foreign companies)	-	-
Memberships / Chairmanships of committees of other Public companies (includes only Audit and Shareholders/ Investors Grievance Committee)	-	-
Number of shares held in the Company	-	-

**Wellness Noni Limited**

L74990TN1992PLC023697

WELLNESS NONI LIMITED

CIN : L74990 TN 1992 PL C023697

Registered Office : 30, Ramappa Nagar Main Road, Perungudi, Chennai - 600 096, India

Phone : 044-2496 0030 E-mail : mail@wellnessnoni.net Visit : www.wellnessnoni.net

Director's Report to the Shareholders

To,

The Members

Your Directors have pleasure in presenting their 27th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended 31st March 2019

1. Financial summary or highlights/Performance of the company (Standalone):

The Board's Report shall be prepared based on the stand alone financial statements of the company.

	For the financial period ended 31-03-2019 (Rs.)	For the financial period ended 31-03-2018 (Rs.)
Revenue From Operations	879.29	356.91
Other income	0.19	0.08
Total Income	879.48	356.99
Expenses		
a) Cost of Material Consumed	514	334.58
b) Purchase of Stock in-Trade	15.54	-28.87
d) Employee benefits Expenses	41.87	8.9
f) Depreciation & Amortization Expenses	2.49	0.55
g) Other Expenses	229.75	11.56
Total Expenses	803.65	326.72
Profit / (loss) before exceptional items and tax (3-4)	75.83	30.27
Exceptional Items	0	0
Profit / (Loss) before Tax	75.83	30.27
Tax Expenses		
1) Current	19.93	8.13
2) Deferred	0.1	-0.05
Total	20.03	8.08
Net Profit /(loss) after Tax	55.8	22.19

2. Turn over & Review of Operation:

The Company achieved a turnover of Rs. 879.29 Lakhs during the current year as against Rs. 356.91 lakhs during the same period of previous year. This generated an overall net profit of Rs. 55.80 Lakhs for the financial year under review.



In the first Quarter of Financial year 2019-20, the company has achieved sales of Rs. 193.43 lakhs as against Rs. 202.26 lakhs during the same period. Your Directors are continuously looking for the avenues for future growth of the company.

3. Change in nature of business

During the year, the Company has continued with its business and operation and no changes in the business have taken place.

4. Dividend

Due to strengthening the Working Capital base of the company, your Directors do not recommend any dividend for the financial year ended 31st March 2019.

5. Fixed Deposit

The Company has not accepted any public deposits and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

6. Listings

Your Company is listed on BSE Ltd, Mumbai.

7. Share Capital

The paid up equity share capital as on March 31, 2019 is Rs. 320.00 lakhs divided into 32,00,000 equity shares of Rs. 10/- each and no changes has taken place during the year. During the year under review, your Company has not issue any shares including shares with differential voting rights or sweat equity.

8. Significant or Material Orders Passed by Regulators/Courts

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

9. Material Changes and Commitment Affecting Financial Position of the Company

There are no material changes and commitments, affecting financial position of the Company which has occurred between the end of the financial year of the Company i.e. March 31, 2018 and the date of this Directors' Report.

10. Details of Subsidiary / Joint Venture / Associate Companies:

During the financial year 2018-19, the company neither acquired nor became the subsidiary or joint venture.

11. DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134 of the Companies Act, 2013, your Directors confirm having:

- a) followed in the preparation of the Annual Accounts, the applicable accounting standards with proper explanation relating to material departures if any;
- b) 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 your Company at the end of the financial year and of the profit of your Company for that period;

- c) taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- d) prepared the Annual Accounts on a going concern basis;
- e) laid down internal financial controls to be followed by your Company and that such internal financial controls were adequate and operating effectively; and
- f) devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

12. Board of Directors, Board Meetings and Key Managerial Personnel

A. Composition of the Board of Directors

As on 31st March 2019, the Board of Directors of the company comprises of a Managing Director who is a professional director of the company and Two Executive Directors, including Two Independent Directors. The Company also has Two Women Directors which include One Independent Director.

B. Induction

The Board of Directors of the Company at their meeting held on May 30, 2018 inducted Shri. Rajalingam Rajarajan and Mrs. Shreekhalaivani Shanmugam as additional Director of the Company and designated as professional Director and Independent directors respectively with effect from May 30, 2018 on the recommendation of the Nomination and Remuneration Committee of the Board. Mrs. Kamini has been appointed as additional Director of the Company and designated as Independent Director with effect from 8th October 2018 on the recommendation of the Nomination and Remuneration Committee of the Board. Mr. Yakub Ashraf Ali has been appointed as Additional director and designated as Professional director with effect from 14th February 2019 on the recommendation of the Nomination and Remuneration Committee of the Board.

The appointment of Shri. Rajalingam Rajarajan and Smt. Shreekhalaivani Shanmugam has been confirmed by the shareholder at the 26th annual general meeting held on 29th September 2018.

In terms of provision of section 161 of the Companies Act, 2013 Mr. Yakub Ashraf Ali shall hold office upto the date of ensuing Annual General Meeting scheduled to be held on 28th September 2019.

The Company has received Notice from Members under section 160 of the Companies Act, 2013 along with requisite deposit signifying their intention to appoint Mr. Yakub Ashraf Ali as Whole Time Director to hold office for 5 consecutive years effective from 28th September 2019 Subject to the approval of the Shareholder at the ensuing AGM the Board of Directors of the Company on the recommendation of Nomination & Remuneration committee recommend the induction of Mr. Yakub Ashraf Ali as whole Time Director as morefully set out in Item No.4 of the Notice of the AGM.

Smt. Kamini resigned as director of the company with effect from 14th February 2019.

C. RETIRING BY ROTATION

In terms of Section 152 of the Companies Act, 2013, Shri. Rajalingam Rajarajan (DIN- 08029014) liable to retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. The Board of Directors have recommended the re-appointment of Shri. Rajalingam Rajarajan (DIN- 08029014) retiring by rotation on the recommendation of Nomination & Remuneration Committee.



Subject to the approval of the Shareholder at the ensuing AGM the Board of Directors of the Company on the recommendation of Nomination & Remuneration committee recommend the induction of Shri. Rajalingam Rajarajan as whole Time Director as more fully set out in Item No. 5 of the Notice of the AGM.

D. Changes in Directors and Key Managerial Personnel

Smt. Suganya Ramamoorthy was appointed as Company Secretary of the Company with effect from August 14, 2018 and Shri. Bashyam Rangarajan was appointed as Chief Financial Officer of the Company with effect from 30th May 2016.

Further during the year Shri. Purathur Ignatius Peter was resigned from the Company's Board with effect from May 30, 2018.

The terms of office of Mr. A. Arunachalam, (DIN 03497774) Independent director expired with effect from 1st April 2019. Since he is not seeking himself for Re-appointment, the office of Mr. A. Arunachalam, (DIN 03497774), Independent director becomes vacant.

E. Declaration by independent directors

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.

G. Committees of the Board of Directors

In compliance with the requirements of the Companies Act, 2013 and SEBI (LODR) Regulations 2015 and to have a focused attention on specific matters, the Board of Directors has constituted various committees herein under. These Committees are entrusted with such powers and functions as are detailed in their terms of reference.

1. Audit Committee
2. Nomination & Remuneration Committee
3. Shareholders Relationship Committee

Audit Committee

As on 31st March 2019, the Audit Committee of the Company comprises of the following members:

Mrs. S. Kala - Chairman & Executive Director

Shree Kalaivani - Member and Independent Director

A. Arunchalam - Member and Independent Director

Nomination and Remuneration Committee

As on 31st March 2019, the Nomination and Remuneration Committee comprises of Shree Kalaivani as the chairperson of the committee and Mr. A. Arunchalam and Mr. R. Rajarajan as the Members of the committee.

Shareholders Relationship Committee

As on As on 31st March 2019 Shareholders Relationship Committee comprises of Mr. A. Arunchalam as the chairman of the committee and Shree Kalaivani and Mr. R. Rajarajan as the Members of the committee

13. Appointment of Managing Director

On the recommendation of the Remuneration and nomination Committee, Mrs. S. Kala, Director of the company appointed as Managing Director of the Company with effect from 1st June 2018 and the said appointment was ratified by the shareholders at the 26th Annual General Meeting held on 29th September 2018.

14. BOARD MEETINGS and COMMITTEE MEETINGS

The Board of Directors met 5 times during this financial year on 30th May 2018, 14th August 2018, 8th October 2018, 14th November 2018 and 14th February 2019. The maximum interval between any two meetings did not exceed 120 days.

Name of the Directors	Attendance at Board Meeting		Attendance at last AGM	
S. Kala	5	5	1	1
A. Arunchalam	5	5	1	1
Shreekalaivani	4	4	1	1
R. Rajarajan	4	4	1	1
Y. Ashraf Ali	1	1	0	0

Audit Committee also met 5 times during this financial year on 30th May 2018, 14th August 2018, 8th October 2018, 14th November 2018 and 14th February 2019

Name of the Directors	Attendance at Board Meeting		Attendance at last AGM		Attendance at Audit Committee	
S.Kala	5	5	1	1	5	5
Shreekalaivani	4	4	1	1	4	4
A. Arunachalam	5	5	1	1	5	5

Nomination and Remuneration Committee met 4 times on 30th May 2018, 14th August 2018, 8th October 2018 and 14th February 2019.

Name of the Directors	Attendance at Board Meeting		Attendance at last AGM		Attendance at Nomination and Remuneration Committee	
Shree Kalaivani	4	4	1	1	4	4
A. Arunachalam	4	4	1	1	4	4
Rajarajan .R	4	4	1	1	4	4

The Shareholders Relationship Committee met on 30th May 2018

Independent Directors met once during this financial year on 14th February 2019.

15. The amount to be proposed to carry to reserves :

The Board of directors has recommended the amount of profits of Rs. 55.80 Lakhs to be carried to General Reserves. (to be verified)

16. Remuneration Policy :

The Company's policy on Remuneration to Directors, Key Management Personnel and Senior Management involves a balance between fixed and incentive pay reflecting long term and short term performance objectives, appropriate to the working of the Company and its goals.

The Company considers qualifications positive attributes, area of expertise, number of directorship held in other companies and recommends suitable persons taking into account the Company's special needs.

The Company has arrived at a set of criteria for appointment and remuneration, taking into account, their qualifications, experience and seniority, suitability to the group and market situation.

17. Policy on director's appointment and remuneration:

The Company's current policy is to have an appropriate mix of Executive and Independent Directors to maintain the independence of the board and separate its functions of governance and management. As on March 31, 2019 the Board consists of 6 Directors, half of them being independent directors. It comprises the managing director and an executive director both being promoters and 2 independent directors. The board periodically evaluates the need for change in its composition and size.

The policy of the Company on director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters as required under sub-section (3) of Section 178 of the Companies Act, 2013 are formulated by the Nomination and Remuneration Committee and is outlined in the Nomination Evaluation & Remuneration policy of the Company.

18. Board Evaluation :

Pursuant to the provisions of the Companies Act, 2013 the board has carried out the annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration, Stakeholders, Relationship. A structured questionnaire was prepared after taking into consideration inputs received from the directors, covering various aspects of the board's functioning such as adequacy of the composition of the board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual directors including the Chairman of the board, who were evaluated on parameters such as participation and contribution by a director, commitment, including guidance provided to the senior management outside of board / committee meetings, effective deployment of knowledge and expertise, effective management of relationship with various stakeholders, independence of behavior and judgment etc. The performance evaluation of the Independent Directors was carried out by the entire board. The performance evaluation of the Chairman and Managing Director were carried out by the Independent Directors. The board also reviewed the performance senior managerial personnel.

19. Related Party Transactions

All contracts or arrangements entered into by the Company with its related parties during the financial year were in accordance with the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. All such contracts or arrangements were on arm's length basis and in the ordinary course of business, and have been approved by the Audit Committee.

No material contracts or arrangements with related parties were entered into during the year under review.

The board has decided that in order to sustain quality standards of the Company, in the best interest of the Company and its shareholders, major transactions of the Company pertaining to services have been since long with M/s. Noni Biotech Pvt. Ltd. Considering the prevailing market trend these transactions will continue in the year 2019.

Accordingly, no transactions are required to be reported in Form No. AOC-2 in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014.

20. Auditors

M/s Swaroop Anand & Co., Chartered Accountants was appointed as statutory auditor of the Company who holds office till the conclusion of the annual general meeting to be held in the year 2019. The Board of Directors recommended to the shareholders for the appointment of M/s. Swaroop Anand & Co (Registration No. 4324 Membership No. 28457) as statutory auditor of the Company to hold office from the conclusion of the 27th annual general meeting until the conclusion of the 32nd annual general meeting to be held in the year 2024. As required under Section 139 of the Companies Act, 2013, the Company has obtained a written consent from M/s. Swaroop Anand & Co (Registration No. 4324 Membership No. 28457) to such appointment and also a certificate to the effect that their appointment, if made, would be in accordance with Section 139(1) of the Companies Act, 2013 and the rules made there under, as may be applicable.

21. Auditors' report

(i) Reply to Auditors qualification of the auditor's report:

Due to economic instability in the real estate market, there is a huge fluctuation in the land market value and the company has not been able to determine the correct valuation for the fixed assets held by the company.

With regard to investment of the Company, the investment made by the company on the shares were listed in Madras Stock Exchange which is derecognized there is difficulty in determining listed market value of the shares and some of the Company names are identified in the dissemination board set up by the SEBI.

With regard to Intangible Assets, the said losses were prior to old Segment viz. core Financial business operation carried right from the incorporation of the company till 2005 and from 1-4-2011 the Company has shifted the business operation from its core operation to Manufacturing/Marketing Segment.

With regard to the VAT payment : the company already initiated by making part payments due to Commercial Tax Department and will be settled very soon.

22. Internal Audit & Controls

The board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures.

The company has appointed Mr. A.R. Murugavel, Cost Accountant, as member of Internal Audit Committee of the company, who is having adequate experience in the field of accounts and finance is performing the duties of internal auditors of the company.

23. Secretarial Audit Report

Your Board appointed Mrs. S. Saimathy, Practising Company Secretary, to conduct secretarial audit of the Company for the financial year ended 31st March, 2019. The Report of Mrs. S.Saimathy is provided in the Annexure forming part of this Report, pursuant to Section 204 of the Act.

24. Reply to qualification in the Secretarial Audit Report as follows:

1. The Company has not fully complied with the provisions of Companies Act, 2013 and Secretarial Standards with respect to maintenance of statutory registers, board and committee minutes, secretarial Standard in relation to notice, agenda, minutes and attendance thereat.

Consequent to the appointment of whole time company secretary, the company has complied with the provisions with respect to maintenance of statutory registers, board and committee minutes, secretarial Standard in relation to notice, agenda, minutes and attendance thereat in the current financial year.

2. Ms. KAMINI has appointed as an Additional Director of the Board without having valid DIN on 8th October 2018 as per provisions of sub-section (3) of section 152 No person shall be appointed as a director of a company unless he/she has been allotted the DIN under Section 154. Hence the above named person shall not be eligible for appointment as a director for a company as per provisions of Section 164(1)(h).

Due to inadvertence Ms. Kamini has been appointed as an additional director on 8th October 2018 before obtaining valid. Ms. Kamini tendered her resignation letter and the board has accepted the same at their board meeting on 14-2-2019 Smt. Kamini resigned as director of the company with effect from 14th February 2019.

3. The Company has failed to file various e- forms including relating to the registration of resolutions, appointment of Managing Director, vacation of Independent Director (M. Sivakumar) and appointment/ resignations of other directors as required to be filed under the Act.

Steps has been initiated to file the above e-form with MCA immediately. In future we will comply the same.

4. The Company has failed to publish the notice of the board meeting and notice to the shareholders about the conducting of General meeting and e-voting as required to be done.

Due to inadvertence the Company has omitted to publish the notice of the board meeting and notice to the shareholders about the conducting of General meeting and e-voting as required to be done. The directors declare that the company will strictly comply with the same in the future.

5. The company has not updated the its website and mandatory information required to be updated as per provisions of the Act and SEBI LODR Regulations 2015

Due to technical error at the portal Server, some of the details were not able to view and the company is in the process of fixing the portal server problem.

6. The Annual disclosure of shareholding of promoter as on 31st March 2019 as required to be filed with the company and stock exchanges under regulation 30 of SEBI (SAST) regulations 2011 has not filed.

The Company has already filed the annual disclosure under regulation 30 of SEBI (SAST) regulations 2011. However, it has not reflected in the BSE portal and the company will take necessary steps for fixing up the problem.

7. The Audited Financial Statements of the Company were not signed as per provisions of Section 134 of the Act and the report of directors is as per sub-section (3) (4) and (5) thereof.

The Company will comply the same in future.

8. Pledge of the promoter's shareholding (9,95,600-equity shares) has been created during the year under review. However the same has not been mentioned in the shareholding pattern which has been filed on quarterly basis with Stock Exchange.

The Company will comply with the same from the current quarter onwards.

9. The limited review report and auditor's reports submitted to the stock exchanges on quarterly or annual basis by auditor who is not under peer review process of Institute of Chartered Accountants of India and holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The Company is in the process of rectifying the same in consultation with Auditor.

10. The majority of the revenue of the Company is from related party transaction which as per the representation from the Company is in ordinary course of business and on arms length basis.

Self explanatory and need not provide any comment on the above mentioned point.

11. Company was not required to comply with the Corporate Governance requirement as per Regulation 15 (2) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Self explanatory and need not provide any comment on the above mentioned point.

24. 21. Disclosure of Information as required under section 134 (3) (m) of the Companies Act, 2013 (ACT) read with the companies (Accounts) Rules, 2014:

a) Conservation of Energy:

As an ongoing process, the Company undertakes various measures to save energy and reduces its consumption.

b) Technology Absorption:

During the period, the company has not absorbed any technology for product improvement, cost reduction, product development, import substitution, etc.

During the year, the company has not incurred any expenditure on research and Development.

(c) During the year the company has earned Rs. 140 lakhs by way of foreign exchange earnings by selling the products abroad.

25. Details in respect of adequacy of internal financial controls

The board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures.

26. 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.

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 and Administration) Rules, 2014, an extract of annual return in MGT 9 as a part of this Annual Report as ANNEXURE B.

28. Corporate Social Responsibility (CSR)

With the enactment of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 read with various clarifications issued by the Ministry of Corporate Affairs, every Company having net worth of Rs. 500 crores or more or turnover of Rs. 1000 crores or more or net profit of Rs. 5 crores or more during any financial year have to spend at least 2% of the average net profit of the Company made during the three immediately preceding financial years.

Accordingly the provisions of CSR activities under Companies Act, 2013 do not apply to your company.

29. Corporate Governance

Compliance with the provisions of under Regulation 27(2) of SEBI (Listing Obligations & Disclosures Requirement) Regulation 2015 shall not apply to your company as paid up equity share capital not exceeding Rs. 10 Crores and Net worth not exceeding Rs. 25 Crores as on the last day of the previous financial year as per circular of SEBI bearing number CIR/CFD/POLICY CELL/7/2014 dated 15th September 2014.

30. Particulars of loans, guarantees or investments under section 186

There were no transactions in the company falling under section 186 of the Companies Act, 2013. (financial statement is required)

31. Remuneration ratio of the directors / Key Managerial Personnel (KMP) / employees

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975, in respect of employees of the Company and Directors is furnished hereunder:

S.No.	Name	Designation	Remuneration paid FY 2018-19 in lakhs	Remuneration paid FY 2017-18 in lakhs	Increase in remuneration from previous year in lakhs	Ratio/Times per Median of employee remuneration
1	S. Kala	Managing Director	6.50	0	0	24%
2	Y. Ashraf Ali	Exec. Director	1.04	0	0	4%
3	B. Rangarajn	CFO	2.93	3.16	-0.23	10.13%
4	Suganya Ramamoorthy	Secretary	1.5	0.5	0	5.78%

32. Particulars of Employees :

The company has not paid any remuneration to the Independent directors.

The company has appointed Mr. Rangarajan as Chief Financial Officer, Mr. R. Rajarajan as Executive Director and Mr. Y. Ashraf Ali as Executive Director of the company and he is falling under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

33. Issue of employee stock options :

During the period under review, the company has not issued any shares und Employee Stock Options to their employees.

34. Human Resources :

Your Company treats its "human resources" as one of its most important assets. Your Company continuously invest 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.

35. Obligation of Company under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 :

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

36. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of this report :



No material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates till the date of the report.

37. Risk management policy

Your Company endeavours to continually sharpen its Risk Management systems and processes in line with a rapidly changing business environment. Details on the Company's risk management framework, risk identification, risk evaluation, mitigation measures and monitoring mechanism forms part of the management's discussion and analysis section of this annual report.

38. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

During the year under review, there were no significant material orders passed by the Regulators / Courts and no litigation was outstanding as on March 31, 2019, which would impact the going concern status and future operations of your Company.

The company has not obtained material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

39. Management Discussion and Analysis

In terms of the provisions of Regulation 34 of the SEBI Listing Obligations And Disclosures Requirements Regulation (SEBI LODR) 2015, the Management's discussion and analysis is provided in Annexure D. in this Annual Report.

40. Acknowledgements

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

Date : 14-08-2019

Place : Chennai

By Order of the Board

for WELLNESS NONI LIMITED

Sd/-

S. Kala

Managing Director

DIN 00871183

Sd/-

Y. Asharaf Ali

Director

DIN 02520292

**ANNEXURE INDEX**

Annexure	Content
A	MR-3 Secretarial Audit Report
B	Annual Return Extracts in MGT 9
C	AOC 2 - Related Party Transactions disclosure
D	Management Discussions And Analysis Report
F	Annexure to the Directors' Report

ANNEXURE A

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31st March 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To

The Members

Wellness Noni Limited

Regd. Off. : Villa No.2, No. 30, Ramappa Nagar Main Road,
Perungudi, Chennai - 600 096

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

(a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

(c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

(i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018

(vi) The list of major heads/ group of Acts, Law and Regulations as applicable to the Company as per management declaration and representation, is mentioned below. In relation to these laws we have relied on the representation made by the Company and its Officers for system and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations as applicable to the Company:

1. The Sexual Harassment of Women of workplace (Prevention, prohibition and redressal) Act, 2013.

2. All other Labour, Employee and Industrial Laws to the Extent applicable to the Company;

3. Food Safety and Standards Act, 2006 and applicable Rules and Regulations made there under;

4. Legal Metrology Act, 2009 and Rules there under;

I have also examined compliance with the applicable clauses Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above wherever applicable subject to the following observations:

1. The Company has not fully complied with the provisions of Companies Act, 2013 and Secretarial Standards with respect to maintenance of statutory registers, board and committee minutes, secretarial Standard in relation to notice, agenda, minutes and attendance thereat.



2. Ms. Kamini has appointed as an Additional Director of the Board without having valid DIN on 8th October 2018 as per provisions of sub-section (3) of section 152 No person shall be appointed as a director of a company unless he/she has been allotted the DIN under Section 154. Hence the above named person shall not be eligible for appointment as a director for a company as per provisions of Section 164(1)(h).
3. The Company has failed to file various e-forms including forms relating to the registration of resolutions, appointment of Managing Director, vacation of Independent Director (M. Sivakumar) and appointment/resignations of other directors as required to be filed under the Act.
4. The Company has not complied with the provisions of section 196, 197 of the Companies Act, 2013
5. The Company has failed to publish the notice of the board meeting and notice to the shareholders about the conducting of General meeting and e-voting as required to be done.
6. The company has not updated the its website and mandatory information required to be updated as per provisions of the Act and SEBI LODR Regulations 2015.
7. The Annual disclosure of shareholding of promoter as on 31st March 2019 as required to be filed with the company and stock exchanges under regulation 30 of SEBI (SAST) regulations 2011 has not filed.
8. The Audited Financial Statements of the Company were not signed as per provisions of Section 134 of the Act and the report of directors and other disclosures of Annual Report is not as per sub-section (3) (4) and (5) thereof and Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015.
9. Pledge of the promoter's shareholding (9,95,600-equity shares) has been created during the year under review. However the same has not been mentioned in the shareholding pattern which has been filed on quarterly basis with Stock Exchange.
10. The limited review report and auditor's reports submitted to the stock exchanges on quarterly or annual basis by auditor who is not under peer review process of Institute of Chartered Accountants of India and holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.
11. The Company has not complied with the provisions of 149, 177, 178 and relevant provisions of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 relating to appointment of independent director, constitution of audit committee, remuneration and nomination committee and stakeholder relationship committee.
12. The majority of the revenue of the Company is from related party transaction which as per the representation from the Company is in ordinary course of business and on arms length basis.
13. Company was not required to comply with the Corporate Governance requirement as per Regulation 15 (2) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.

I further report that

The Board of Directors of the Company is constituted with Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.



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

All decisions of the Board and Committees were unanimous and the same was captured and recorded as part of the minutes and hence no dissent is recorded in minutes.

I further report, that the compliance by the Company of applicable financial laws like direct and indirect tax laws, Accounting Standards has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

I further report that there are systems and processes in the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. The scope of Corporate Compliance mechanism may be strengthened in order to make it commensurate with the size and the nature of the Company's business.

I further report that during the audit period the company has no specific events/actions, except the below mentioned event, having a major bearing on the company affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc., referred to above:

The shareholders of the company have passed two Special Resolutions in the Annual General Meeting held on 29th September, 2018 to appoint Mrs. Shreekalaivani as independent director for five consecutive years for a term up to Conclusion of 2023 AGM and Mrs. Kala as a Managing Director in the place of Prof. P. I. Peter who tendered his Resignation letter from the post of Managing Director of the company.

S. Saimathy
Company Secretary in Practice
ACS No. 20466
C P No.: 16417

Place : Chennai

Date : 13th August 2019

Note: This report is to be read with our letter of even date which is annexed as an Annexure and forms an integral part of this report.

ANNEXURE TO SECRETARIAL AUDIT REPORT

To

The Members,
Wellness Noni Limited
30, Ramappa Nagar Main Road
Perungudi, Chennai - 600 096

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

Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.



We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

S. Saimathy
Practicing Company Secretary
ACS No. 20466
C P No.: 16417

Place : Chennai

Date : 13th August 2019

Note: This report is to be read with our letter of even date which is annexed as an Annexure and forms an integral part of this report.

**Wellness Noni Limited**

L74990TN1992PLC023697

Annexure 2**FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2018****Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.****I. REGISTRATION & OTHER DETAILS :**

1.	CIN	L74990TN1992PLC023697
2.	Registration Date	26/10/1992
3.	Name of the Company	M/s. Wellness Noni Ltd (formerly RGN Securities and Holdings Ltd)
4.	Category/Sub-category of the Company	Public Company/Limited by Shares
5.	Address of the Registered office & contact details	30, Ramappa Nagar Main Road, Perungudi, Chennai - 600 096 T.N. Phone : 044-24960030 Email : mail@wellnessnoni.net Website : wellnessnoni.net
6.	Whether listed company	Listed at the BSE Ltd. Mumbai
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Cameo Corporate Services Ltd 2, Subramaniam Building, Anna Road, Chennai - 600 002.

Annexure to the Directors' Report

Statement of Disclosure of Remuneration under Section 197 of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

ANNEXURE**Particulars of contracts/arrangements made with related parties**

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

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

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

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2019 which were not at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis.



The details of material contracts or arrangement or transactions at arm's length basis for the year ended March 31, 2019 are as follows:

S.No.	Particulars	Details
1	Name (s) of the related party & Nature of relationship	Noni Biotech Pvt. Ltd Parent Company
2	Nature of Contracts/arrangements / transactions Relationship	Purchase/ Selling of Divine Noni Fruit Juices Herbal Products
3	Duration of the contracts/arrangements/ Transaction	5 years
	Salient terms of the contracts or arrangements or transaction including the value, if any	9.5 crores
	Date of approval by the Board	11th May 2015
	Amount paid as advances, if any	Nil

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All Business Activities contributing 10 % or more of the total turnover of the company shall be stated)

S.No.	Name and Description	HSN CODE of main products / services
1	Divine Noni Fruit Juices	20099000

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES:

S. No.	Name & Address of the Company	CIN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1.	Noni Biotech Pvt. Ltd	U72900TN2001PTC047205	Holding	46.66%	2(46)

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

DISTRIBUTION OF HOLDINGS - NSDL & CDSL & PHYSICAL

Share or Debenture holding Shares	Share / Debenture holders		Share Debenture holding	
	Number	% of Total	Rs.	% of Total
1 - 100	418	62.3880	41700	1.3031
101 - 500	124	18.5074	38500	1.2031
501 - 1000	53	7.9104	46600	1.4562
1001 - 2000	18	2.6865	27900	0.8718
2001 - 3000	10	1.4925	25700	0.8031
3001 - 4000	5	0.7462	17500	0.5468
4001 - 5000	1	0.1492	4400	0.1375
5001 - 10000	10	1.4925	70300	2.1968
10001 - And Above	31	4.6268	2927400	91.4812
Total	670	100.0000	3200000	100



Wellness Noni Limited

L74990TN1992PLC023697

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)										
(i) Category-wise Share Holding										
Name of the Company		: WELLNESS NONI LIMITED								
Face Value		: 10 /-								
Paidup Shares as on 01-Apr-2018		: 3200000								
Paidup Shares as on 30-Mar-2019		: 3200000								
For the Period From		: 01-Apr-2018	To : 30-Mar-2019							
Category code	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	SHAREHOLDING OF PROMOTER AND PROMOTER GROUP									
1.	INDIAN									
c.	BODIES CORPORATE	1493000	0	1493000	46.6562	1493000	0	1493000	46.6562	0.0000
	SUB - TOTAL (A)(1)	1493000	0	1493000	46.6562	1493000	0	1493000	46.6562	0.0000
2.	FOREIGN									
	SUB - TOTAL (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	TOTAL SHARE HOLDING OF PROMOTER AND PROMOTER GROUP (A) = (A)(1)+(A)(2)	1493000	0	1493000	46.6562	1493000	0	1493000	46.6562	0.0000
B.	PUBLIC SHAREHOLDING									
1.	INSTITUTIONS									
	SUB - TOTAL (B)(1)	0	0	0	0.0000	0	0	0	0.0000	0.0000
2.	NON-INSTITUTIONS									
a.	BODIES CORPORATE	162160	121400	283560	8.8612	118600	121400	240000	7.5000	-1.3612
b.	INDIVIDUALS -									
	I INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UPTO RS. 1 LAKH	80140	181400	261540	8.1731	84510	180100	264610	8.2690	0.0959
	II INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 1 LAKH	762600	385600	1148200	35.8812	761800	385600	1147400	35.8562	-0.0250
	CLEARING MEMBERS	9700	0	9700	0.3031	50700	0	50700	1.5843	1.2812
	HINDU UNDIVIDED FAMILIES	3800	200	4000	0.1250	4090	200	4290	0.1340	0.0090
	Retirement Benefit Scheme	13500	200	13700	0.4281	54790	200	54990	1.7184	1.2903
	SUB - TOTAL (B)(2)	1018400	688600	1707000	53.3437	1019700	687300	1707000	53.3437	0.0000
	TOTAL PUBLIC SHAREHOLDING (B) = (B)(1)+(B)(2)	1018400	688600	1707000	53.3437	1019700	687300	1707000	53.3437	0.0000
	TOTAL (A)+(B)	2511400	688600	3200000	100.0000	2512700	687300	3200000	100.0000	0.0000
C.	SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED									
	Promoter and Promoter Group	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Public	0	0	0	0.0000	0	0	0	0.0000	0.0000
	TOTAL CUSTODIAN (C)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	GRAND TOTAL (A)+(B)+(C)	2511400	688600	3200000	100.0000	2512700	687300	3200000	100.0000	0.0000

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)
ii) Shareholding of promoters

Name of the Company : WELLNESS NONI LIMITED

Sl No	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year		% change in shareholding during the year	FOLIO/DP_CL_ID	PAN	Pledged Shares at beginning of the Year	Pledged Shares at end of the Year
	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					
1	NONI BIOTECH PRIVATE LIMITED	1493000	46.6562	0.0000	1493000	46.6562	0.0000	0.0000	0	995600

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)
(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Name of the Company

: WELLNESS NONI LIMITED

Sl No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year		FOLIO/DP_CL_ID	PAN
		No of shares	% of total shares of the company	No of shares	% of total shares of the company		
1	NONI BIOTECH PRIVATE LIMITED						
	At the beginning of the year 01-Apr-2018	1493000	46.6562	1493000	46.6562	IN30226914703574	AAACW3842M
	At the end of the Year 30-Mar-2019	1493000	46.6562	1493000	46.6562		

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)
(v) Shareholding of Directors and Key Managerial Personnel:

Name of the Company

: WELLNESS NONI LIMITED

Sl No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year		FOLIO/DP_CL_ID	PAN
		No of shares	% of total shares of the company	No of shares	% of total shares of the company		
—	—	—	—	—	—	—	—



Wellness Noni Limited

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

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

Name of the Company : WELLNESS NONI LIMITED

SI No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year		FOLIO/DP_CL_ID	PAN
		No of shares	% of total shares of the company	No of shares	% of total shares of the company		
1	KUMAR S						
	At the beginning of the year 01-Apr-2018	148500	4.6406	148500	4.6406	IN30131321104378	APQPK6021A
	Sale 08-Mar-2019	-100	0.0031	148400	4.6375		
	Purchase 15-Mar-2019	1000	0.0312	149400	4.6687		
	Sale 29-Mar-2019	-17800	0.5562	131600	4.1125		
	Sale 30-Mar-2019	-15800	0.4937	115800	3.6187		
	At the end of the Year 30-Mar-2019	115800	3.6187	115800	3.6187		
2	ANUSUYA M						
	At the beginning of the year 01-Apr-2018	130000	4.0625	130000	4.0625	IN30044110853303	AIRPA8646H
	At the end of the Year 30-Mar-2019	130000	4.0625	130000	4.0625		
3	STERLING INFOTECH LTD						
	At the beginning of the year 01-Apr-2018	120000	3.7500	120000	3.7500	00005914	
	At the end of the Year 30-Mar-2019	120000	3.7500	120000	3.7500		
4	ANDAL T						
	At the beginning of the year 01-Apr-2018	115900	3.6218	115900	3.6218	IN30131321105305	AGUPA7423R
	At the end of the Year 30-Mar-2019	115900	3.6218	115900	3.6218		
5	A AVAYAMBAL						
	At the beginning of the year 01-Apr-2018	100000	3.1250	100000	3.1250	IN30009511203388	AIDPA8490P
	At the end of the Year 30-Mar-2019	100000	3.1250	100000	3.1250		
6	SCANET EXPORTS LTD						
	At the beginning of the year 01-Apr-2018	100000	3.1250	100000	3.1250	IN30131321117872	AACCS3211N
	Sale 21-Dec-2018	-100000	3.1250	0	0.0000		
	At the end of the Year 30-Mar-2019	0	0.0000	0	0.0000		
7	PRAKASH GOVIND VIBHANDIK						
	At the beginning of the year 01-Apr-2018	77000	2.4062	77000	2.4062	IN30302850456462	ACHPV2541A
	At the end of the Year 30-Mar-2019	77000	2.4062	77000	2.4062		
8	SRINIVASAN BALAJI						
	At the beginning of the year 01-Apr-2018	59500	1.8593	59500	1.8593	IN30131321465445	ACWPB2153K
	At the end of the Year 30-Mar-2019	59500	1.8593	59500	1.8593		
9	MANSUKH STOCK BROKERS LIMITED						
	At the beginning of the year 01-Apr-2018	55600	1.7375	55600	1.7375	IN30165310183423	AAACU1576G
	Sale 04-May-2018	-55600	1.7375	0	0.0000		
	Purchase 27-Jul-2018	55400	1.7312	55400	1.7312		
	Sale 22-Sep-2018	-55400	1.7312	0	0.0000		
	At the end of the Year 30-Mar-2019	0	0.0000	0	0.0000		
10	SERAPHIM IGNATIUS						
	At the beginning of the year 01-Apr-2018	50000	1.5625	50000	1.5625	00006006	
	At the end of the Year 30-Mar-2019	50000	1.5625	50000	1.5625		
	NEW TOP 10 AS ON (30-Mar-2019)						
11	BAY LIFE EXPORTS PRIVATE LIMITED						
	At the beginning of the year 01-Apr-2018	0	0.0000	0	0.0000	IN30108022297876	AAFCS4412C
	Purchase 21-Dec-2018	100000	3.1250	100000	3.1250		
	At the end of the Year 30-Mar-2019	100000	3.1250	100000	3.1250		
12	M R G NAGHESEN						
	At the beginning of the year 01-Apr-2018	0	0.0000	0	0.0000	IN30165310311457	AACPN7663E
	Purchase 04-May-2018	55600	1.7375	55600	1.7375		
	Sale 27-Jul-2018	-55600	1.7375	0	0.0000		
	Purchase 22-Sep-2018	55400	1.7312	55400	1.7312		
	At the end of the Year 30-Mar-2019	55400	1.7312	55400	1.7312		



V. INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment : NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S.No.	Name	Designation	Remuneration paid FY 2018-19 in lakhs	Remuneration paid FY 2017-18 in lakhs	Increase in remuneration from previous year in lakhs
1	S.Kala	Managing director	6.50	0	0
2	R.Rajaraman	Exec. Director	3.77	0	0
3	Y.Ashraf A.li	Exec. Director	1.04	0	0

B. REMUNERATION TO OTHER DIRECTORS : NIL

B. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD :

S.No.	Name	Designation	Remuneration paid FY 2018-19 in lakhs	Remuneration paid FY 2017-18 in lakhs	Increase in remuneration from previous year in lakhs
1	B. Rangaraj	CFO	2.93	3.16	-0.23

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :

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	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Place : Chennai
Date : 14-08-2019

By Order of the Board
for WELLNESS NONI LIMITED

sd/-
S. Kala
Managing Director



ANNEXURE C

FORM NO. AOC -2

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

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

1. Details of contracts or arrangements or transactions not at Arm's length basis.

S.No.	Particulars	Details
1	Name(s) of the related party & nature of relationship	M/s. Noni Biotech Pvt. Ltd
2	Nature of contracts/arrangements/ transaction	Purchase/ Sale of Divine Noni fruit Juice Products
3	Duration of the contracts/arrangements/transaction	5 years (from 1-12-15
4	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 9.50 Crores
5	Justification for entering into such contracts or Buying and Selling of Noni Based arrangements or transactions	Cosmetic and Herbal Products
6	Date of approval by the Board	07-08-2015
7	Date on which the special resolution was passed in General meeting as required under section of the Companies Act, 2013	30-05-2015 & 30-05-2018

1. Details of material contracts or arrangement or transactions at arm's length basis

Name of the related party and nature of relationship	Nature of arrangements/ transactions/ contracts etc	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements including the value (in Rupees)				Amount paid in advance
			Month	Particulars	Amount	Contract	
Noni Biotech Pvt. Ltd	Buying of Divine Noni Fruit Juice Products	5 years	April'18	Purchase	7427300	2	Nil
			May'18	Purchase	5663700	1	Nil
			June'8	Purchase	7275142	1	Nil
			July'18	Purchase	5815600	1	Nil

Place : Chennai
Date : 14-08-2019

By Order of the Board
for WELLNESS NONI LIMITED

sd/-
S. Kala
Managing Director

ANNEXURE D

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

The core business of your company is marketing of Noni based herbal Nutraceutical Fruit Juice products under the Brand Name of "Divine Noni"

a) Cautionary Statement :

Statements in the Management Discussion and Analysis and Directors Report describing the Company's strengths, strategies, projections and estimates, are forward-looking statements and progressive within the meaning of applicable laws and regulations. Actual results may vary from those expressed or implied, depending upon economic conditions, Government Policies and other incidental factors. Readers are cautioned not to place undue reliance on the forward looking statements.

Overview

The following operating and financial review intended to convey the management's prospective on the financial and operating performance of the company as at the end of financial year 2018-19. This should be read in conjunction with the company's financial statement, the schedules and notes thereto and the other information included elsewhere in the annual Report. The company's financial statements have been prepared in compliance with the requirements of the companies act 2013, the guidelines issued by the Securities and Exchange board of India (SEBI) and the generally accepted Accounting Principles (GAAP) in India.

b) Financial Results :

The Company achieved a turnover of Rs. 879.29 Lakhs during the current year as against Rs. 356.91 lakhs during the same period of previous year. This generated an overall net profit of Rs. 75.83 Lakhs for the financial year under review.

In the first Quarter of Financial year 2019-20, the company has achieved sales of Rs. 214.63 lakhs.as against Rs. 202.26 lakhs during the same period.

Economic scenario :

India has emerged as the fastest growing major economy in the world as per Central Statistics Organisation (CSO) and International Monetary Fund (IMF). India will be the fastest growing major economy in 2018, with a growth rate of 7.4% that rises to 7.8% in 2019 with medium-term prospects remaining positive.

As per a report from Ministry of Food Processing Industries of India (MOFPI), EY and the Confederation of Indian Industry (CII) F&B Industries of India is growing at a large scale. India is one of the fastest growing economies in the world, therefore demonstrating a strong business case for the global F&B industry. They can establish presence or plan on expanding operations in India as various segments of the Indian F&B industry will continue to witness tremendous growth in the foreseeable future. Food Safety and Standards Authority of India (FSSAI) aligning itself with Codex Alimentarius (literally, food code) international food standards, and so on. This reflects the government's positive outlook, and a clear intent to develop the sector.

Government initiatives

This year's budget will focus on uplifting the rural economy and strengthening of the agriculture sector, healthcare for the economically less privileged, infrastructure creation and improvement in the quality of education of the country.

The World Bank has stated that private investments in India is expected to grow more than expected in FY 2018-19 to overtake private consumption growth, and thereby drive the growth in India's gross domestic product (GDP) in FY 2018-19.

India's revenue receipts are estimated to touch Rs 28-30 trillion (US\$ 436- 467 billion) by 2019, owing to Government of India's measures to strengthen infrastructure and reforms like demonetization and Goods and Services Tax (GST).

Opportunities and Risks

Private consumption combined with ongoing structural reforms are expected to continue to boost economic activity in India. More transparent regulatory environment and evolving food laws are making India emerge as an attractive business destination, creating opportunities for investment and growth especially in the processed foods sector.

Consumers in India are fast evolving; they are young, aspirational and have higher disposable income. The young India is more health and fitness conscious. Rise in lifestyle diseases has also prompted the Indian consumers to evaluate their food habits more closely and make lifestyle changes, where required.

c) Business Overview & Outlook

The continued efforts to develop the business should stand it in good stead. However, the inflation prevailing within the country and continuous increase in raw materials costs have a significant role to play in the actual performance.

The Board has satisfied the current performance of the company for the year ended 31-3-2019. During this period the company's products gained well satisfied reports from the ultimate customers.

The company has taken lot of measures to boost the sales for the current financial year and the company is expected to make good profit in future also.

During this year the company has appointed Mother Stockiest and new Distributors for marketing the company's products nationwide by way of marketing the product through various channels.

FOREIGN EXCHANGE EARNINGS

During this year the company has earned foreign Exchange Earning by way of sale of products to overseas for Rs. 140.77 lakhs.

The company is in the process of selling the product at overseas also.

Your Company remains focused on establishing itself as the 'most trusted provider of food supplementary products in the Indian market' driven by superior product quality, a differentiated product portfolio, deep understanding of consumer needs and preferences, R&D, innovation and operational excellence across the value chain.

The Business will continue to sharpen its design focus, market representation and supply chain responsiveness with a view to improving operating efficiency going forward.

The Brand "DIVINE NONI" has reached all sector of the people of the Nation and proud say that company product itself a health enhancer fruit juice and wholly welcomed by all.

d) Risks and Concerns

In any business, risks and prospects are inseparable. As a responsible management, the Company's endeavor is to maximize returns. The Company continues to take all steps necessary to minimize its expenses through detailed studies and interaction with experts.

e) Internal Control Systems and their Adequacy :

The company has proper and adequate internal control system to ensure that all the assets are safe guarded and that all transactions are authorized, recorded and reported correctly. Regular internal audits and check are carried out to ensure that the responsibilities are executed systems and procedures to ensure the efficient conduct of business. The audit committee of the board oversees the internal controls within the organizational Safeguarding Assets and their usage.

The Company has an adequate system of internal controls to ensure that transactions are properly authorized, recorded, and reported, apart from safeguarding its assets.

The internal control system is supplemented by well-documented policies, guidelines and procedures and reviews carried out by the Company's internal audit function, which submits reports periodically to the Management and the Audit Committee of the Board.

In order to foster an improved internal control culture in the Company, wherein every employee is fully aware of all the major risk/controls faced in his / her work sphere and assumes responsibility for the controls performed therein, the Company has inter alia implemented a tool called "Controls Manager" which works on the basic concept of Control Self-Assessment. The Self-Assessments by process / control owner are also used as the basis of CFO certification as required under Regulation 17(8) of the Listing Regulations.

Your Company has a favorable work environment that motivates performance, customer focus and innovation while adhering to the highest degree of quality and integrity. As part of manpower development and training and with an aim to enhance operational efficiency, employees of the Company have been given both online and offline training and sent on postings and assignments to the other Divine Noni Group companies.

f) Financial and Operational Performance :

The details are already furnished under Financial summary or highlights/ Performance of the company.

g) Human Resources Development and Industrial Relations :

The Company for its employees are offering various incentive and other welfare schemes to motivate the employees. The Company's relationship with its work force is cordial.

Place : Chennai
Date : 14-08-2019

By Order of the Board
for WELLNESS NONI LIMITED

Sd/-
S. Kala
Managing Director

**General Shareholder Information****1. General Body Meetings**

Particulars of last three Annual General Meetings

AGM	Year ended 31st March	Venue	Date	Time
24th	2016	No 4, Elite Plaza, E Road, Koyambedu	30-08-2016	11.30 a.m.
25th	2017	12, Rajv Gandhi Road, Perungudi	30-09-2017	11.30 a.m.
26th	2018	30, Ramappa Nagar Main Road, Perungudi	29-09-2018	11.30 a.m.

2. Means of Communication

2.1 Quarterly Results: Quarterly Results of the Company are published in 'News Today' in English and 'Makkalkural' (in Tamil edition) and are also displayed on the Company's website www.wellnessnoni.net

2.2 News Releases, Presentations etc. : Official news / Press releases are sent to the Stock Exchanges and are displayed on the Company's website www.wellnessnoni.net

3. BSE Corporate Compliance & SEBI (LODR) Regulations Rules

BSE's Listing Centre is a web-based application designed for Corporate. All periodical compliance filings like shareholding pattern, corporate governance report, media releases among others are also filed electronically on the Listing Centre.

4. SEBI Complaints Redress System (SCORES)

The investor complaints are processed in a Centralized web-based complaints redress system. Centralized database of all complaints received, online upload of Action Taken Reports (ATRs) by company and online viewing by investors of actions taken on the complaint and its current status are updated/resolved electronically in the SEBI SCORES system.

5. Annual General Meeting

Date : September 28, 2019

Time : 11.30a.m.

Venue : 30, Ramappa Nagar Main Road, Perungudi, Chennai - 600 096

6. Financial Reporting 2018-19**Results for the quarter ending**

June 30, 2019	-	By end of second week of August 2019
September 30, 2019	-	By end of second week of November 2019
December 31, 2019	-	By end of second week of February 2020
March 31, 2020	-	By end of May 2020



Wellness Noni Limited

L74990TN1992PLC023697

Market Information

Listing on Stock Exchanges

Listing Information :

Name & Address of the Stock Exchanges	Stock Code/Scrip Code
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001	531211

Share Price on BSE - 1st April 2018 to 31st March 2019

YEAR	Share Price		
	High	Low	Close
2018-19	10.9	7.1	9.2

CONTACT PERSONS FOR ENQUIRIES

Financial and Secretarial matters : Mrs. Suganya Ramamoorthy ,

Email : mail@wellnessnoni.net

Investors related matters

ADDRESS FOR CORRESPONDENCE

Members may address their queries/communications to :

M/s. Cameo Corporate Services Ltd,

No.1, Club House Road, Chennai - 600 002

Phone : 044-28460390, Fax : 044-2846 0129

Grams : CAMEO ; e-mail : rdr@cameoindia.com



**CERTIFICATE PURSUANT TO REGULATION 17(8) OF THE SEBI
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015.**

We, S. Kala, Managing Director and Mr. B. Rangarajan, Chief Financial Officer do hereby certify to the Board that :

(a) We have reviewed the Financial Statements and the Cash Flow Statement for the year ended March 31, 2019 and that to the best of our knowledge and belief:

(i) the said statements do not contain any materially untrue statements or omit any material fact, or contain statements that might be misleading;

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

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

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

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

(i) significant changes in internal control over financial reporting during the year, if any;

(ii) significant changes in accounting policies during the year if any and that the same have been disclosed in the notes to the financial statements; and

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

For Wellness Noni

S. Kala

Managing Director

For Wellness Noni

B. Rangarajan

Chief Financial Officer

Declaration on Code of Conduct

To

The members of Wellness Noni Ltd.

This is to confirm that the Board has laid down a Code of Conduct for all Board of Directors and Senior Management Personnel of the Company.

It is further confirmed that all Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company as at March 31, 2019, as envisaged in Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Place : Chennai

Date : 14-08-2019

By Order of the Board
for WELLNESS NONI LIMITED

Sd/-

S. Kala

Managing Director



Wellness Noni Limited

L74990TN1992PLC023697

SWAROOP ANAND & CO.,

Chartered Accountants

Old No. V21, New No. 14, 14th Street,
'V' Block, Anna Nagar, Chennai - 600 040
Tel. : 044 - 4205 7731 Fax. : 044-2620 4147

AUDITOR CERTIFICATE

To

The Members of Wellness Noni Limited,
Chennai

We have examined the compliance of conditions of Corporate Governance by Wellness Noni Limited for the year ended 31st March 2019, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange(s).

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination is limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us and based on our reliance upon the representations made by the Directors and Management that there were no transactions of material nature with the Management or by relatives that may have potential conflict with the interest of the Company at large, we certify that the Company has broadly complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing.

We state that no Investor grievance(s) against the Company is/are pending exceeding one month as per records maintained by the Shareholders' Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Swaroop Anand & Co.,
Chartered Accountants
Registration No. 4324

R.S.T. Swaroop Anand
Membership No. 28457

Place : Chennai

Date : 30th May 2019



SWAROOP ANAND & CO.,
Chartered Accountants

Old No. V21, New No. 14, 14th Street,
'V' Block, Anna Nagar, Chennai - 600 040
Tel. : 044 - 4205 7731 Fax. : 044-2620 4147

INDEPENDENT AUDITOR'S REPORT

To
The Members of Wellness Noni Ltd, Chennai

Report on the Financial Statements

We have audited the accompanying financial statements of Wellness Noni Ltd ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit & Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance 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 Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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 there under.

1. 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.

2. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control 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 accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements.

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

Basis for Disclaimer Opinion

1. As brought is in our Report last year, one of the items of Company's Fixed Assets namely Land and Land Development is being carried at Rs. 1,58,07,500/- (Rupees One Crore Fifty Eight Lakhs Seven Thousand Five Hundred Only) in the Balance Sheet as on 31st March 2019. We are unable to obtain sufficient and appropriate audit evidence about the carrying Cost of the Land and Land Development stated above in the Fixed Assets Schedule (Note 6 to Balance Sheet).

2. As brought is in our Report last year, further, we are not able to obtain sufficient and appropriate audit evidence about the amount of Investments (both Quoted and Unquoted) in the books of Investee Companies. Consequently, we are not able to determine whether any adjustments to the Investment Amount are necessary in the light of absence of information regarding the companies in which the Company holds investments as on Balance Sheet date, to the extent of Rs. 37,78,855/- (Rupees Thirty Seven Lakhs Seventy Eight Thousand Eight Hundred and Fifty Five only) as stated in Note 7 to Balance Sheet.

3. As brought is in our Report last year, according to the information and explanations given to us by Management, the Company carries a Loss of Rs.1,27,16,580 /- (Rupees One Crore Twenty Seven Lakhs Sixteen Thousand Five Hundred and Eighty only) as earlier year's loss under Intangible Asset in Note 6 to Balance Sheet. We understand that the Board had in an earlier year passed a Resolution to this effect to treat the said loss as Intangible Asset in the Balance Sheet.

4. According to the information and explanations given to us by Management, the Company has not paid VAT for the FY 2016-17 an amount of Rs.11,07,986/- (Rupees Eleven Lakhs Seven Thousand Nine Hundred Eighty Six Rupees Only) as stated in Note 4 to Balance Sheet.

Disclaimer Opinion

4. In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters described in the Basis for Disclaimer Opinion Paragraph, the financial statements give the information required by the Act in manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of Balance Sheet, of the state of affairs of the Company as at 31st March 2019;
- (b) in the case of the Profit & Loss Account, of its Profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements



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

6. As required by section 143(3) of the Act, we further report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

b) Except for the effects of the matters described in the Basis for Qualified Opinion paragraph above, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) the Balance Sheet, Statement of Profit & Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;

d) Except for the possible effects of the matters described in the Basis for Qualified Opinion Paragraph, in our opinion, the financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.

e) The matter described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.

f) On the basis of written representations received from the Directors as on 31st March 2019, and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March 2019, from being appointed as a Director in terms of Section 164(2) of the Act.

g) The Qualifications relating to the maintenance of accounts and other matters connected therewith are as stated in the basis for Qualified Opinion Paragraph above.

h) In our opinion and to the best of our knowledge and according to the information and explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:

i. The Company does not have any pending litigations which would impact its financial position.

ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.

iii. There has not been an occasion in case of the Company, during the year under report, to transfer any sums to the Investor Education and Protection Fund. Hence the question of delay in transferring such sums does not arise.

Swaroop Anand & Co.,
Chartered Accountants
Registration No. 4324

R.S.T. Swaroop Anand
Membership No. 28457

Place : Chennai

Date : 30th May 2019

**ANNEXURE- A**

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 Wellness Noni Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance 168 Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting:

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of Management and Directors of the Company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting:

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

Opinion:

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, 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.

Swaroop Anand & Co.,
Chartered Accountants
Registration No. 4324

R.S.T. Swaroop Anand
Membership No. 28457

Place : Chennai

Date : 30th May 2019

ANNEXURE TO THE AUDITORS' REPORT

Referred to in paragraph 2 under the heading of "Report on Other Legal and Regulatory Requirements" of our Report of even date

1. In respect of its Fixed Assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.

(b) The Company has a programmed of verification of Fixed Assets to cover all the items, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain Fixed Assets were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

2. According to the information and explanations furnished to us,

a) Physical verification of its inventories has been conducted during the year by the Management. In our opinion, the frequency of the verification is reasonable.

b) In our opinion, the procedures of physical verification of inventories followed by the Management are reasonable and adequate in relation to the size of the Company and nature of its business.

c) In our opinion, the Company is maintaining proper records of inventories. The discrepancies noticed on physical verification of the inventories were not material in relation to the operations of the Company and the same have been properly dealt with in the books of accounts.

3. The Company has not granted any Loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Sec. 189 of the Act.

4. The Company does not have any outstanding Loans, Investments and has not given any Guarantees in contravention of Sec. 185 and 186 of Companies Act, 2013.

5. The Company has not accepted any Deposits from the public covered under Section 73 to 76 of the Companies Act, 2013.

6. To the best of our knowledge and information provided to us, the Company is not required to maintain Cost Accounting Records under sub-section (1) of Section 148 of the Act.

7. (a) According to the information and explanations given to us and based on the records of the Company examined by us, the Company is regular in depositing the undisputed statutory dues, including Provident

Fund, Employees' State Insurance, Income-tax, Goods & Service Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable Except Sales Tax (VAT) which is payable, with the appropriate authorities in India;

The company has Sales Tax (VAT) arrears as at the last day of the financial year concerned, for a period of more than six months from the date they became payable. The details are as follows.



Statute	Nature of the Dues	Period to which amount relates	Outstanding Dues
Sales Tax/VAT Laws	Sales Tax/VAT	FY 2015-16: April 2015 to September 2015	Rs. 2,96,721/-
		FY 2016-17: April 2016 to March 2017	Rs. 8,11,265/-

(b) According to the information and explanations given to us and based on the records of the Company examined by us, there are no dues of Income Tax, Wealth Tax, Goods & Service Tax, Service Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes.

8. As per Information and Explanations given to us, there are no Loans or borrowing due to Financial Institution, Bank, Government or dues to Debenture holders.

9. Based on our examination and information given to us, Moneys raised by way of Initial Public Offer or Further Public Offer (including debt instruments) and Term Loans were applied for the purposes for which those are raised.

10. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

11. As per our Examination of Books of Accounts and information and explanations provided to us, No Managerial Remuneration has been paid during the Financial Year.

12. Since the Company is not a Nidhi Company, Nidhi Company Rules 2014 are not applicable to this Company.

13. As per Information and Explanations provided to us, all transactions with the Related Parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable Accounting Standards.

14. As per Information and Explanations provided to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

15. As per Information and Explanations provided to us, the Company has not entered into any non-cash transactions with Directors or persons connected with them.

16. In our Opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Swaroop Anand & Co.,
Chartered Accountants
Registration No. 4324

R.S.T. Swaroop Anand
Membership No. 28457

Place : Chennai

Date : 30th May 2019

**WELLNESS NONI LTD****BALANCE SHEET AS AT 31 MARCH 2019**

EQUITY	Note No.	As at 31 March 2019 (Rs.)	As at 31 March 2018 (Rs.)
I. EQUITY			
Equity Share Capital	1	32,000,000	32,000,000
Other Equity:			
- Equity component of other financial instrument		-	-
- Retained earnings		-	-
- Reserves		-	-
- Reserves representing unrealised gains/ losses		-	-
- Other Reserves	2	9,384,191	3,803,752
Money received against Share Warrants		-	-
Share application money pending allotment		-	-
Non-current liabilities :			
Financial liabilities :			
- Long term borrowings		-	-
- Other financial liabilities		-	-
Long term provisions		-	-
Deferred tax liabilities (Net)		-	-
Other non-current liabilities		-	-
Current liabilities:			
Financial liabilities:			
- Short term borrowings		-	-
- Trade and other payables	3	2,666,374	132,999
- Other financial liabilities		-	-
Other current liabilities	4	1,659,783	1,596,356
Short-term provisions	5	2,447,598	1,018,840
Liabilities for current tax (net)		-	-
Liabilities associated with group(s) of assets held for disposal		-	-
TOTAL		48,157,947	38,551,947
ASSETS			
Non-current assets:			
Property, plant and equipment	6	16,997,068	15,927,956
Capital work-in-progress		-	-

**Wellness Noni Limited**

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Investment property		-	-
Goodwill		-	-
Intangible assets under development		12,716,580	12,716,580
Financial assets:			
- Non-Current investments	7	3,778,855	3,778,855
- Long-term loans and advances		-	-
Deferred tax assets (Net)		3,721	13,595
Other non-current assets	8	200,000	200,000
Current assets:			
Inventories	9	1,731,000	3,285,031
Financial assets:			
- Current investments		-	-
- Trade and other receivables	10	8,564,439	638,001
- Cash and cash equivalents	11	3,226,784	1,991,929
- Short term loans and advances	12A	289,500	-
Assets for current tax (net)		-	-
Other current assets	12B	650,000	-
Non-current assets classified as held for sale		-	-
TOTAL		48,157,947	38,551,947

See accompanying Notes to the
Financial Statements

As per our Report of even date attached

For Swaroop Anand & Co.,
Chartered Accountants
Firm Regd. No.: 4324

For and on behalf of the Board

Sd/-
R.S.T. Swaroop Anand
Proprietor
Membership No. 28457

Sd/-
CFO

Sd/-
Secretary

Sd/-
Managing Director

Sd/-
Director

Date : 30th May 2019
Place : Chennai


STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2019

Particulars	Notes	For the year ended 31 March 2019 (Rs.)	For the year ended 31 March 2018 (Rs.)
I Revenue from operations	13	87,928,812	35,691,448
II Other income		18,800	7,672
III Total Revenue		87,947,612	35,699,120
IV Expenses:			
Cost of materials consumed		-	-
Purchase of stock-in-trade	14	51,400,078	33,458,903
Changes in inventories of finished goods, w-in-p & stock-in-trade	15	1,554,031	(2,887,774)
Employee benefit expense	16	4,186,642	890,120
Finance cost		-	-
Depreciation and amortisation expense		248,888	55,010
Other expense	17	22,974,740	1,155,699
Total expenses		80,364,379	32,671,958
V Profit or (Loss) before exceptional items and tax		7,583,232	3,027,162
VI Exceptional items		-	-
VII Profit/ (loss) before tax		7,583,232	3,027,162
VIII Tax expense:			
(1) Current tax		(1,992,919)	(812,590)
(2) Deferred tax		(9,874)	4,768
IX Profit/ (loss) for the period from continuing operations		5,580,439	2,219,340
X Profit/ (loss) from discontinued operations		-	-
XI Tax expense of discontinued operations		-	-
XII Profit/ (loss) from discounting operations (after tax)		-	-
XIII Profit/ (loss) for the period		5,580,439	2,219,340
XIV Other comprehensive income:			
- Items that will not be reclassified to profit or loss		-	-
- Income tax relating to items that will not be reclassified to profit or loss		-	-
- Items that will be reclassified to profit or loss		-	-
- Income tax relating to items that will be reclassified to profit or loss		-	-

**Wellness Noni Limited**

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XV Total comprehensive income for the period	5,580,439	2,219,340
(Profit/ loss + other comprehensive income)	5,580,439	2,219,340
XVI Earnings per equity share (for continuing operations):		
a) Basic	1.74	0.69
b) Diluted	1.74	0.69
XVII Earnings per equity share (for discontinued operations):		
a) Basic	-	-
b) Diluted	-	-
Earnings per equity share (for discontinued & continuing operations):		
a) Basic	1.74	0.69
b) Diluted	1.74	0.69
See accompanying notes to the financial statements	18	
As per our report of even date attached		

For Swaroop Anand & Co.,
Chartered Accountants
Firm Regd. No.: 4324

For and on behalf of the Board

Sd/-
R.S.T. Swaroop Anand
Proprietor
Membership No. 28457

Sd/-
CFO

Sd/-
Secretary

Sd/-
Managing Director

Sd/-
Director

Date: 30th May 2019
Place : Chennai

**CASH FLOW STATEMENT FOR THE ENDED 31st March 2019**

Statement of Cash Flows	31.03.2019	31.03.2018
	Rs.	Rs.
I) Cash Flow from Operating Activities		
Profit after taxation	5,580,439	2,254,778
Adjustments for Non Cash Items:		
Depreciation	248,888	55,010
Deferred Tax	9,874	3,045
Working capital changes:		
(Increase) / Decrease in trade and other receivables	(7,926,439)	1,963,035
(Increase) / Decrease in inventories	1,554,031	(2,887,774)
Increase / (Decrease) in trade payables	2,533,376	(50,010)
Increase / (Decrease) in Other Current Liabilities	63,428	(71,167)
(Increase) / Decrease in Short Term Loans & Advances	(289,500)	-
(Increase) / Decrease in Long Term Loans & Advances	-	-
(Increase) / Decrease Other Current Assets	(650,000)	-
Increase / (Decrease) in Short Term Provision	1,428,758	699,255
Other Inflow:		
Cash generated from operations	2,552,855	1,966,172
Interest paid	-	-
Income taxes paid	-	-
Dividends paid	-	-
Net cash from operating activities	2,552,855	1,966,172
Cash flows from investing activities:		
Business acquisitions, net of cash acquired	-	-
Purchase of property, plant and equipment	(1,318,000)	-
Proceeds from sale of equipment / written off	-	-
Acquisition of portfolio investments	-	-
Investment income	-	-
Net cash used in investing activities	(1,318,000)	-
Cash flows from financing activities:		
Proceeds from issue of share capital	-	-
Proceeds from long-term borrowings	-	-
Payment of long-term borrowings	-	-
Net cash used in financing activities	-	-
Net increase in cash and cash equivalents	1,234,855	1,966,172
Cash and cash equivalents at beginning of period	1,991,929	25,757
Cash and cash equivalents at end of period	3,226,784	1,991,929

As per our report of even date attached

For Swaroop Anand & Co.,

Chartered Accountants

Firm Regd. No.: 4324

For and on behalf of the Board

Sd/-

R.S.T. Swaroop Anand

Proprietor

Membership No. 28457

Date: 30th May 2019

Sd/-

CFO

Sd/-

Secretary

Sd/-

Managing Director

Sd/-

Director

**WELLNESS NONI LIMITED****Notes Forming Part of the Financial Statements****1. SHARE CAPITAL**

S.No.	Particulars	Current Year	Previous Year
A.	AUTHORIZED CAPITAL		
	60,00,000 Equity Shares of Rs.10 each	60,000,000	60,000,000
	Total	60,000,000	60,000,000
B.	ISSUED, SUBSCRIBED & PAID UP CAPITAL		
	32,00,000 Equity Shares of Rs.10/- each, Fully paid up	32,000,000	32,000,000
	Share Premium	-	-
	Share Money Pending Allotment	-	-
		32,000,000	32,000,000

2. RESERVES & SURPLUS

S.No	Particulars	Current Year	Previous Year
A.	Capital Reserve	-	-
B.	Securities Premium Account	-	-
C.	Revaluation Reserve	-	-
D.	Surplus (Balance in Statement of Profit & Loss)	-	-
	Balance brought forward from previous year	3,803,752	1,548,973
	Less : Carrying Value of assets whose useful lives are over	-	-
	Less : Adjustment towards Provision for Income Tax	-	35,439
	Add: Profit/(Loss) for the period as per Profit & Loss	5,580,439	2,219,340
	Total	9,384,191	3,803,752

3. TRADE PAYABLES

S.No	Particulars	Current Year	Previous Year
A.	Sundry Creditors	2,666,374	132,999

4. OTHER CURRENT LIABILITIES

S.No	Particulars	Current Year	Previous Year
A.	Duties & Taxes	1,164,607	1,582,986
B.	TDS Payable	334,575	-
C.	GST Payable	160,602	(18,730)
D.	Advance Received From Customer	-	-
E.	Other Expenses Payable	-	32,100
	Total	1,659,783	1,596,356

5. SHORT TERM PROVISIONS

S.No	Particulars	Current Year	Previous Year
A	Audit Fees Payable	110,000	86,250
B	Salary Payable	344,679	120,000
C	Provision for Income Tax	1,992,919	812,590
	Total	2,447,598	1,018,840

7. NON-CURRENT INVESTMENTS

S.No	Particulars	Current Year	Previous Year
A	Equity Instrument - Quoted	2,778,855	2,778,855
	Equity Instrument - Unquoted	1,000,000	1,000,000
	Total	3,778,855	3,778,855

8. OTHER NON-CURRENT ASSETS

S.No	Particulars	Current Year	Previous Year
A	Life Membership: Internat'l Society for Noni Science	200,000	200,000
	Total	200,000	200,000

9. INVENTORIES

S.No	Particulars	Current Year	Previous Year
A	Closing Inventories	1,731,000	3,285,031
	Total	1,731,000	3,285,031

10. TRADE RECEIVABLES

S.No	Particulars	Current Year	Previous Year
A	Other Debts		
	a) Secured, Considered Good ;	-	-
	b) Unsecured, Considered Good :	8,564,439	638,001
	c) Doubtful	-	-
	Total	8,564,439	638,001

11. CASH & CASH EQUIVALANTS

S.No	Particulars	Current Year	Previous Year
A.	Balance with Bank		
	In Current Accounts	2,720,508	1,976,675
	In Deposit Accounts with maturity period upto 3months	-	-
B.	Cheques, drafts on hand	-	-
C.	Cash on hand (as certified)	506,276	15,254
	Total	3,226,784	1,991,929

**12A. SHORT-TERM LOANS AND ADVANCES**

S.No	Particulars	Current Year	Previous Year
A	Advances to Suppliers	289,500	-
	Total	289,500	-

12B. EMPLOYEE BENEFITS EXPENSE:

S.No	Particulars	Current year	Previous year
A.	Postal Deposit	150,000	-
B.	Rent- Deposits	500,000	-
	Total	650,000	-

13. REVENUE FROM OPERATIONS

S.No	Particulars	Current year	Previous year
A.	Sale of Products	87,928,812	35,691,448
B.	Sale of Services	-	-
	Total	87,928,812	35,691,448

14. PURCHASE OF STOCK IN TRADE :

S.No	Particulars	Current year	Previous year
A.	Purchase of Stock in Trade	51,400,078	33,458,903
	Total	51,400,078	33,458,903

15. CHANGES IN INVONTORY

S.No	Particulars	Current year	Previous year
A.	"Opening Stock of Stock in Trade" (As certified by the Management)"	3,285,031	397,257
	Less:		
B.	"Closing Stock of Stock in Trade" (As certified by the Management)	1,731,000	3,285,031
	Total	1,554,031	(2,887,774)

16. EMPLOYEE BENEFITS EXPENSE:

S.No	Particulars	Current year	Previous year
A.	Staff Salaries	3,168,611	752,000
B.	Staff Welfare Expenses	574,846	138,120
C.	Employee Contribution-PF	225,055	-
D.	Employee Contribution-ESI	81,031	-
E.	Bonus & Incentives	137,099	-
	Total	4,186,642	890,120

17. OTHER EXPENSES

S.No	Particulars	Current Year	Previous Year
	Sales Commission	12,547,739	-
	Consultancy Charges	1,741,787	244,147
	Business Promotion	1,101,533	-
	Rent	969,549	120,000
	Bad debts	773,414	-
	Travelling & Conveyance	738,089	4,750
	Director Remuneration	650,000	-
	Website Maintenance	525,000	-
	Transport Charges	475,689	-
	Telephone & Internet	440,996	-
	Office Maintenance	420,914	10,500
	Managing Director Rent Allowance	350,000	-
	Petrol & Fuel	269,143	-
	Listing Fees	250,000	287,500
	Printing & Stationery	230,974	-
	Postage & Courier	199,946	-
	Vehicle Maintenance	192,413	-
	Rates & Taxes	154,910	1,800
	Statutory Audit Fees	110,000	75,000
	Electricity Charges	108,535	-
	Interest on Income Tax	106,200	-
	Secretarial Audit Fees	100,000	-
	Certification Charges	95,810	-
	Computer Maintenance	76,660	-
	Freight	67,695	276,599
	Security Charges	65,740	-
	Boarding & Lodging Expenses	52,324	-
	Bank Charges	44,475	18,033
	RTA Expenses	27,140	45,673
	Interest on TDS	26,886	-
	Legal Expenses	18,600	-



	Donation	15,000	-
	Custodial Charges	14,981	18,900
	Advertisement Expenses	12,600	18,108
	Scrutizier Fess	-	25,900
	Meeting Expenses	-	7,500
	Late filling Fee GST	-	1,220
	Round off	-	69
	Total	22,974,740	1,155,699

S.No	Particulars	Current Year	Previous Year
	Profit/Loss attributable to Equity Shareholders	5,580,439	2,219,340
	No. of Equity Shares at the end of year	3,200,000	3,200,000
	Weighted Average no.of Equity Shares outstanding		-
	Nominal Value of Equity share	Rs 10/-	Rs 10/-
	Basic Earning per share	1.74	0.69
	Diluted Earning per Share	1.74	0.69

Wellness Noni Limited Villa No.2, 30 Ramappa Nagar Main Road, Perungudi, Chennai 600 096, Tamil Nadu. Perungudi, Chennai - 600096.									
Depreciation as per Income Tax Act									
S. No	Particulars	%	Written Down Value as on 01/04/2018	Addition 180 days or more	Additions Less than 180 days	Deletions	Total	Depreciation for the year	W D V as on 31/03/2019
1	Land & Land Development	0%	15,807,500	-	-	-	15,807,500	-	15,807,500
2	Computers	40%	114	-	-	-	114	46	68
3	Furniture & Fittings	10%	43,688	-	-	-	43,688	4,369	39,319
4	Office Equipments	15%	18,272	-	-	-	18,272	2,741	15,531
5	Cars	15%	-	459,000	459,000	-	918,000	103,275	814,725
6	Software	40%	-	400,000	-	-	400,000	160,000	240,000
7	Plant & Machinery	15%	107,028	-	-	-	107,028	16,054	90,974
8	Cell phone	15%	989	-	-	-	989	148	840
9	Computer Server	40%	4,035	-	-	-	4,035	1,614	2,421
Total (A)			15,981,625	859,000	459,000	-	17,299,625	288,247	17,011,379

Schedule: 6							
FIXED ASSETS							
S.No.	Particulars	Gross Block			Depreciation Depn. for the year	Net Block (Rs.)	
		Original cost	As on 01.04.2018	Additions		As on 31.03.2019	W.D.V. as on 31.03.2019
I	Tangible Assets						
1	Land	15807500	15807500	-	-	15,807,500	15,807,500
2	Plant & Machinery	504635	86910.85489	-	15,734	71,177	86,911
3	Computers	66,200	3,310	-	-	3,310	3,310
4	Furniture & Fixtures	97,350	14,559	-	3,769	10,790	14,559
5	Office Equipment	156,473	7,824	-	-	7,824	7,824
6	Telephone Systems	6,950	348	-	-	348	348
7	Vehicles	918,000	-	918,000	77,802	840,198	-
II	Intangible Assets						
1	Software	550,108	7,505	400,000	151,583	255,922	7,505
2	Preliminary expenses	12,716,580	12,716,580	-	-	12,716,580	12,716,580
	Total	30,823,796	28,644,536	1,318,000	248,888	29,713,648	28,644,536

Calculation of Deferred Tax Asset/Liability for the FY 2018-19		
As Per IND AS 12		
Particulars	Amount (Rs.)	
Operating WDV as per Companies Act	15,927,956	
Operating WDV as per Income Tax Act	15,980,240	
Difference	52,284	
Opening Deferred Tax Asset	13,595	
Closing WDV as per Companies Act	16,997,068	
Closing WDV as per Income Tax Act	17,011,379	
Difference	14,311	
Closing Deferred Tax Asset	3,721	
Deferred Tax Liability for Current year	9,874	

18. Notes to Financial Statements :

1. Basis of Preparation of accounts: The financial statements have been prepared under the historic cost convention. The Financial Statements of the Company have been prepared in accordance with Generally Accepted Accounting Policies in India (Indian GAAP). The Financial Statements have been prepared on accrual basis. The Accounting Policies adopted in the Preparation of Financial Statements are consistent with those of Previous Years.

They have been prepared to comply with all material aspects of applicable Accounting Standards notified under Section 133 of the Companies Act 2013 ("the Act") read together with para 7 of Companies (Accounts) Rules 2014.

2. Revenue Recognition: Revenue is recognized in the books, on the basis as stipulated under Accounting Standard 9 issued by the Institute of Chartered Accountants of India.

3. Fixed Assets: Fixed Assets are stated as per Accounting Standard 10.

4. Depreciation:

(i) Tangible Fixed Assets: Depreciation on Fixed Asset is calculated on Written Down Value (WDV) basis using the rates arrived, based on the useful life prescribed under Part C of Schedule II of the Companies Act 2013.

5. Deferred Tax: Deferred tax is recognized, subject to the consideration of prudence, on timing difference between taxable income and accounting income that originate in one period and are capable of being reversal in one or more subsequent periods. Deferred Tax Asset has been thus calculated and portrayed in accounts. Deferred Tax Asset for the year arises as Depreciation as per Companies Act is more than the Depreciation as per Income Tax Act and Rules framed there under.

Statement showing computation of Deferred Tax:

Particulars	Amount Rs.
Opening Written Down Value as per Companies Act	15,927,956
Less: Opening Written Down Value as per Income Tax Act	15,980,242
Difference	52,284
Opening Deferred Tax Asset (A)	13,595
Closing Written Down Value as per Companies Act	16,997,068
Less: Closing Written Down Value as per Income Tax Act	17,011,379
Difference	14,311
Closing deferred Tax Asset (B)	3,721
Deferred Tax Liability for the FY 2018-19 (A)-(B)	9,874

6. Income Tax: Tax expense comprises of Current Tax and Deferred Tax. Current Tax is measured at the Amount expected to be paid to the Tax authorities. Deferred Tax Assets and Liabilities are recognized for the future consequences attributable to timing differences between Taxable Income and Accounting Income, which are capable of reversal in subsequent periods and are measured using relevant enacted tax rates.

7. Use of Estimates: The Preparation of Financial Statements requires certain estimates and Assumption to be made. These affect the reported amount of Assets and Liabilities as on the date of Financial Statements and of revenues and expenses during the reporting period. Difference between the actual results and estimates provided are recognized, in which the results are known /materialized.

Statements showing the Provisions:

Particulars	31.03.2019 (Rs.)	31.03.2018 (Rs.)
Audit Fee	110,000	86,250
Inventories	1,731,000	3,285,031
Provision for Income Tax	1,992,919	812,590
Salary	344,679	120,000

8. Foreign Currency Transactions: Transactions denominated in Foreign Currencies are normally recorded at the exchange rate prevailing at the time of transaction. Income or Expenditure arising out of exchange fluctuation is recognized in the Profit & Loss A/c.

9. Employee Benefits: Short Term Employee benefits are recognized as expenses at the undiscounted amount in the statement of Profit & Loss for the Year in which related services rendered.

10. Related Party Transactions: Disclosure has been made here under for all transactions with related parties as specified under Accounting Standard 18 issued by the Institute of Chartered Accountants of India.

Name of Related Party	Nature of Relationship
Noni Biotech Pvt. Ltd.	Holding

Transactions with Related Parties
Transactions with Noni Biotech Pvt Ltd (Holding Company)

S.No.	Particulars	31.03.2018	31.03.2017
1	Sale of Goods	Nil	2,187,123/-
2	Purchase of Goods	28,330,976/-	32,640,093/-

11.Earnings Per Share: EPS is Calculated based on the weighted average number of Shares outstanding during the year as per Accounting Standard 20 of the Institute of Chartered Accountants of India.

S.No.	Particulars	31.03.2019	31.03.2018
1	Profit & Loss attributable to Equity Shareholders (Rs.)	5,580,439	2,219,340
2	No. of Equity Shares	3,200,000	3,200,000
3	Weighted Average Number of Equity Shares outstanding	0	0
4	Nominal Value of Equity Shares (Rs.)	10/-	10/-
5	Basic Earnings per Share (Rs.)	1.74	0.69
6	Diluted Earnings per Share	1.74	0.69



12. Investments: The Company has the following Investments as on Balance Sheet date:

S.No.	Particulars	31.03.2019	31.03.2018
1.	Equity Instrument - Quoted	2,778,855/-	2,778,855/-
2.	Equity Instrument - Unquoted	1,000,000/-	1,000,000/-
	Total	3,778,855	3,778,855

13. Claims: Claims by and against the Company, including liquidated damages, if any are recognized on acceptance basis.

14. Debtors, Creditors and Advances: Sundry Debtors, Sundry Creditors and Loans & Advances as stated in the Balance Sheet are as certified by Management and subject to confirmation from parties.

For and on behalf of the Board

Sd/-	Sd/-	Sd/-	Sd/-
CFO	Secretary	Managing Director	Director

Date: 30th May 2019

Place : Chennai



Wellness Noni Limited

L74990TN1992PLC023697

WELLNESS NONI LIMITED

CIN : L74990 TN 1992 PL C023697

Registered Office : 30, Ramappa Nagar Main Road, Perungudi, Chennai - 600 096, India

Phone : 044-2496 0030 E-mail : mail@wellnessnoni.net Visit : www.wellnessnoni.net

ATTENDANCE SLIP

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

No.of Shares held:

I/ We hereby record my/ our presence at the TWENTY SEVENTH ANNUAL GENERAL MEETING of the Company at at 30, Ramappa Nagar Main Road, Perungudi, Chennai 600 096, on Saturday, the 28th September, 2019 at 11.30 a.m.

.....

Member's Folio/ DP ID- Client ID No.	Member's/ Proxy's name in Block Letter	Member's/ Proxy's Signature
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NOTES :

1. Only Member/ Proxy holder can attend the Meeting.
 2. Please complete the Folio/ DP ID-Client ID No. and name of the Member/ Proxy, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall
 3. Shareholder / Proxyholder desiring to attend the Meeting should bring his /her copy of the Annual Report for reference at the Meeting.
-

Particulars for voting through Electronic means

For Members opting to vote through electronic means, instead of voting at the Annual General Meeting, facility is available at the web link: <https://www.evoting.cdsl.com>. Particulars for electronic voting are as under

EVEN (E-Voting Event Number)	User ID	Password
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Note : Please refer to the instructions printed under the Notes of the Notice of the 27h Annual General Meeting.

The e-voting period : commences on Wednesday, the 25th September, 2019 at 9.00 a.m. and ends on Friday, the 27th September, 2018 at 5.00 p.m.

The voting module shall be disabled by CDSL for voting thereafter



Form No. MGT-11

Proxy form

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

CIN : L74990TN1992PLC023697

Name of the Company : WELLNESS NONI LIMITED

Registered office : 30, RAMAPPA NAGAR MAIN ROAD,
PERUNGUDI, CHENNAI - 600096

Name of the member(s) :

Registered Address :

E-mail ID :

Folio No/Client ID :

DP ID :

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1. Name :

Address :

E-mail ID :

Signature :, or failing him

2. Name :

Address :

E-mail ID :

Signature :

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting to be held on 28th September 2019, at 11.30 a.m. at Registered office of the Company situated at "30, Ramappa Nagar Main Road, Perungudi, Chennai 600 096", and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution No	Resolution	No. of Shares	Vote (Optional. See Note 2)		
			For	Against	Abstain
1	A. ORDINARY RESOLUTION To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Auditors and the Board of Directors thereon.				
2	To appoint a Director in the place of Mr. Rajalingam Rajarajan (DIN: 08029014) who retires by rotation and being eligible, offers himself for re-appointment				
3	Appointment of Statutory Auditors				
4.	B. SPECIAL BUSINESS To appoint Shri. Yakub Ashraf Ali, (holding DIN: 02520292) as Whole Time Director				
5.	To appoint Shri. Rajalingam Rajarajan, (holding DIN: 08029014) as Whole Time Director				

Signed this day of 2019

Signature of shareholder :

Signature of Proxy holder(s) :

Affix
Revenue
Stamp

1. The firm, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 Hours before the commencement of the meeting.

2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate).

Route Map

