



Wellness **NONI** Limited

8 December 2020

To

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.
BSE: fax : 022 2272 3121/2041/ 61
Phone: 022-22721233/4
email: corp.relations@bseindia.com

Dear Sirs,

Subject: Submission of Annual Report 2019-20 (including Notice of 28th Annual General Meeting)

In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Annual Report for the financial year 2019-20, which includes the Notice of Twenty Eighth (28th) Annual General Meeting (AGM) for your records.

The Directors' Report, Auditor's Certificate on Corporate Governance, Corporate Governance Report and Management Discussion and Analysis Report forms part of this Annual Report.

We request you to note that the AGM will be held on Wednesday, December 30, 2020 at 12:Noon (IST) through Video Conference (VC) and Other Audio Visual Means (OAVM).

This is for your information and records. Kindly acknowledge receipt of the same.
Thanking you,

Yours sincerely,

For Wellness Noni Limited,

Kala Srinivasa Raghavan
Din: 00871183
Managing Director



WELLNESS NONI LIMITED

CIN : L74990 TN 1992 PL C023697

Annual Report 2019 - 2020

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
Mr. Y. AsharafAli	Whole Time Director
Mrs. Shreekhalaivani Shanmugam	Independent Director
Mr. Anthony Siluvai Raj Georgia Silvus Benata	Independent Director
Mr. Perumal Varadharaj	Independent Director

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. A JOHN MORIS & CO.,
Chartered Accountants,
#5, Lakshmipuram 1st Street, Deivasigamani Street,
Royapettah, Chennai - 600014.

INTERNAL AUDITOR

Mr. K. Prabhakaran
Chartered Accountant
1217, LIG-I Type, TNHB, Ayyapakkam,
Chennai - 600 077.

SECRETARIAL AUDITORS

M/s. DKB & Associates
Plot No.A/31, Ruchika Market, H.B Colony, Baramunda
BHUBANESWAR.

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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NOTICE OF THE 28th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 28th Annual General Meeting of the members of WELLNESS NONI LIMITED will be held on Wednesday, December 30, 2020 at 12:Noon Indian Standard Time (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:-

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and the Auditors thereon;
2. To appoint a Director in the place of Shri. Yakub Ashrafali (DIN- 02520292) who retires by rotation and being eligible, offers herself 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, 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) M/s. A JOHN MORIS & CO., Chartered Accountants (Firm Registration No. 007220 S), 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 33rd 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."

For and on behalf of the Board of Directors of
WELLNESS NONI LIMITED

Date: November 30, 2020

Place: Chennai

KALA SRINIVASA RAGHAVAN

Managing Director

DIN: 00871183

NOTES:

1. In view of the continuing COVID-19 global pandemic, social distancing norms, the Ministry of Corporate Affairs vide its Circular No.20/2020 dated May 05, 2020 read with Circular No.14/2020 dated April 8, 2020 and Circular No.17/2020 dated April 13, 2020 allows conducting of Annual General Meeting of the Company through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the members for the meeting at a common venue. In terms of the said Circulars and in compliance with the provisions of the Companies Act, 2013 and SEBI



(Listing Obligations and Disclosure Requirements) Regulations, 2015, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC / OAVM only. In accordance with the Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with guidance/clarification dated April, 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. The detailed procedure for participating in the meeting through VC / OAVM is appended herewith and also available at the Company's website www.wellnessnoni.net.

2. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate members intending to attend/vote at AGM through VC / OAVM by their respective authorized representative(s) pursuant to section 113 of the Companies Act, 2013 to are requested to send their Certified True Copy of the resolutions/ Power of Attorney to the Scrutinizer by e-mail on cspmuthukumaran@gmail.com with a copy marked to RTA- kandhimathi@cameoindia.com authorizing their representatives to attend and vote on their behalf at the Annual General Meeting of the Company.

3. M/s. A JOHN MORIS & CO., Chartered Accountants (Firm Registration No. 007220 S), 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 33rd Annual General Meeting.

4. The Register of Members and the Share Transfer Books will remain closed from Wednesday, December 23, 2020 to Wednesday, December 30, 2020 both days inclusive for the purpose of Annual General Meeting for the financial year 2019-2020.

5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM

6. The Company draws your attention to the notification issued by SEBI dated June 08, 2018 and the press release dated 3rd December 2018 amending Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Pursuant to the amended provisions, any request for effecting transfer of shares in physical form shall not be processed except in case of transmission or transposition of shares unless the shares are held in demat form. Hence, the Company / Registrar and Share Transfer Agent would not be in a position to accept / process the requests for transfer of shares held in physical form with effect from 01.04.2019. As such, SEBI had mandated transfer of shares in dematerialised form alone. This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in demat form will improve ease, facilitate convenience and safety of transactions for investors. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact either the Company or M/s Cameo Corporate Services Ltd, No.1, Club House Road, Chennai - 600002, for assistance in this regard.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic



form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Cameo Corporate Services Ltd.

8. Members holding shares in Dematerialized form are requested to intimate any changes pertaining to their Bank details change of address / name etc., to their respective Depository Participant. Kindly quote Client ID and DPID numbers in all your correspondences. Members who hold shares in physical form are requested to notify any change in their particulars like changes in address, bank particulars etc., to the Company's Registrar and Share Transfer Agents (RTA) viz., M/s Cameo Corporate Services Ltd, No.1, Club House Road, Chennai - 600002 quote the ledger folio number in all your correspondences.

9. Members are requested to address all correspondence to the Company's Registrar and Share Transfer Agents (RTA) viz., M/s Cameo Corporate Services Ltd, No.1, Club House Road, Chennai - 600002, Tamil Nadu, India or to the Company at its Registered Office at 30, Ramappa Nagar Main Road, Perungudi, Chennai - 600 096, India.

10. Members holding shares in physical form can avail the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and the Rules made thereunder, with the Company. Members holding shares in demat form may contact their respective Depository Participants (DPs) for availing this facility.

11. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with Rule 18(1) of the Companies (Management and Administration) Rules, 2014, the Notice calling the AGM along with the Annual Report for the financial year 2019-2020 is being sent in electronic mode to all the Members who have registered their e-mail ID's with the Company/Depository Participants for communication purposes.

12. In line with the MCA circulars the Notice convening 28th AGM ('the Notice') is available on the Company's website on www.wellnessnoni.net and Annual Report of the Company for financial year 2019-2020 is available on Company's website www.wellnessnoni.net. The notice and Annual Report of the Company is also hosted on the website of stock exchanges where a shares of the Company is listed i.e. BSE Limited (<https://www.bseindia.com>) and also on the website of Central Depository Services (India) Limited ("CDSL") (agency for providing the VC/ OAVM facility/Remote e-Voting and e-voting system during the AGM) i.e.www.evotingindia.com.

13. The Company has appointed Central Depository Services (India) Limited ("CDSL") to provide facility for voting through remote e-Voting, for participation in the 28th AGM through VC/OAVM Facility and e-Voting during 28th AGM

14. Attendance of the members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

15. Facility of joining the AGM through VC / OAVM shall be open before Fifteen (15) minutes of the time scheduled for the AGM and will be kept open till the expiry of Fifteen (15) minutes after such scheduled time of commencement of meeting as stated in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. The large members (i.e. members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the Audit Committee. Nomination



and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. are allowed to attend the meeting without restriction on account of first-come first-served basis

16. The Members are requested to note that the Company has arranged Video Conferencing Facility (VC) for the proceedings of the AGM through Cisco Webex platform. Members may use this facility by using the same login credentials as provided for remote e-Voting. Members on the day of the AGM will login through their user ID and password on e-Voting website of CDSL. The link/tab will be available in Member login where the EVEN of the Company will be displayed.

17. The Board of Directors has appointed P Muthukumaran, Practising Company Secretary of M/s. P Muthukumaran and Associates (Membership No. 44464, CP No. 20333) having address at No. 16/58, 1st Floor, 4th Cross Street, Ganga Nagar, Kodambakkam, Chennai - 600 024 as a Scrutinizer to scrutinize the remote e-voting and the e-voting at AGM in a fair and transparent manner.

18. The scrutinizer shall, immediately after the conclusion of the e- voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e- voting and make, submit not later than 48 hours from conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, to the Chairman or in his absence any other Director or Key Managerial Personnel as authorized by the Chairman of the AGM, who shall countersign the same.

19. The results of voting will be declared within 48 hours from the conclusion of the Annual General Meeting. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website www.wellnessnoni.net and on www.evotingindia.com. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office and will also be posted on the website of Company. It shall also be communicated to stock exchanges, where the Company's shares are listed.

20. The Register of Director's and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013. The Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection by Members in electronic mode upto the date of the 28th Annual General Meeting of the Company.

21. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice

22. Pursuant to Section 124 of the Companies Act, 2013, the amounts, which remain unpaid or unclaimed for a period of seven years, shall be transferred to the Investor Education and Protection Fund established under Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001. As per Section 124 (6) of the Companies Act, 2013 ("Act"), all the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in the name of IEPF. The shareholder are entitled to claim the shares and the dividend transferred to IEPF in accordance with such procedure and on submission of such documents as prescribed in the Act.

23. 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is providing a facility to its members to exercise their votes 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. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorised evoting's agency. The facility of casting votes by a Member using remote e-voting, as well as the e-voting system on the date of the AGM, will be provided by CDSL.

24. The Notice of the 28th AGM and instructions for e-voting is being sent to all members by e-mail.

25. The Companies Act, 2013 has recognized serving of documents to Members through Electronic mode. In terms of circular no. NSDL/CIR/II/10/2012 dated March 9, 2012, issued by NSDL, e-mail addresses made available by the Depository accounts as part of the beneficiary position downloaded from the Depositories from time to time will be deemed to be your registered e-mail address for serving notices/documents including those covered under Section 101 and 136 of the Companies Act, 2013, read with Section 20 of the Act and the rules related to transmission of documents through electronic mode.

26. Members desiring any information as regards the financial statements are requested to write to the Company at least seven days before the date of this AGM.

CALENDAR-AGM		
S.NO.	PARTICULARS	DATE
1.	Cut-off Date For Eligibility of Voting for the AGM	Wednesday, December 23, 2020
2.	Book Closure Dates	From Wednesday, December 23, 2020 to Wednesday, December 30, 2020 (both days inclusive)
3.	Remote E-Voting Period	From 9.00 A.M on Saturday, December 26, 2020 till 5.00 P.M. on Tuesday, December 29, 2020
4.	Date & Time of AGM	Wednesday, December 30, 2020 at 12:00 Noon

Instructions for e-voting

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended the Company is pleased to offer remote e-voting facility to its Members, in respect of the business to be transacted at the AGM as set forth in the Notice convening the 28th Annual General Meeting to be held on Wednesday, December 30, 2020 through CDSL. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM through VC or OAVM will be provided by CDSL

The e-voting facility is available at the link <https://www.evotingindia.com>

Please read the instructions printed below before exercising your vote.



These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on Wednesday , December 30, 2020.

General Instructions:

1. The remote e-voting period commences at 9.00 A.M. on Saturday, December 26, 2020 and ends at 05.00 P.M on Tuesday, December 29, 2020. During this period, the shareholders of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date of December 23, 2020 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
2. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the December 23, 2020 cut-off date (and who have not cast their vote electronically during currency of remote e-voting) may only cast their vote at the Annual General Meeting.
3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
4. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as of the Cut Off date i.e. December 23, 2020 may obtain the login ID and password by sending a request in writing at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on www.evotingindia.com.
5. 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 (December 23,2020) only shall be entitled to avail the facility of remote e-voting/voting at the AGM. A person who is not a member as on the cut-off date, should treat this Notice for information purpose only.
6. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock 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 three days 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.
7. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on December 23, 2020. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.wellnessnoni.net/ and on the website of the CDSL within two days of the passing of the resolutions at the 28th Annual General Meeting of the Company and communicated to BSE Limited.
8. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 28th Annual General Meeting.

**THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

1	<p>The voting period begins on Saturday, December 26, 2020 at 9 AM and ends on Tuesday, December 29, 2020 at 5 PM. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date December 23, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.</p> <p>Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue</p> <p>Open the internet browser and type the following URL- URL: https://www.evotingindia.com</p>
2	Click on "Shareholders/Members" module to cast your votes
3	<p>Now enter your User ID</p> <p>For members holding shares in demat form</p> <p>a) For CDSL: 16 digits beneficiary ID</p> <p>b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID</p> <p>For members holding shares in Physical form</p> <p>c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company</p> <p>OR Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at https://www.cdslindia.com from Login - Myeasiusingyourlogin credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.</p>
4	Next enter the Image Verification (Captcha Code) as displayed and Click on Login
5	If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6	<p>If you are a first time user follow the steps given below:</p> <p>For Shareholders holding shares in Demat Form and Physical Form PAN:</p> <p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders, as well as physical shareholders)</p> <p>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is mentioned in the e-mail communication in the PAN field sent by Company / RTA or contact Company / RTA</p> <p>Dividend Bank Details OR Date of Birth (DOB): Enter the Dividend Bank Details or Date of Birth as recorded in your Demat account or in the Company records for the said Demat account or folio in dd/ mm/yyyy format in order to login.</p> <p>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.</p>



7	After entering these details appropriately, click on "SUBMIT" tab.
8	Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9	For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
10	Click on the EVSN for the Wellness Noni Limited on which you choose to vote
11	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
12	Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details
13	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
14	Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote
15	You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
16	If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17	Shareholders can also cast their vote using CDSL's mobile app "mVoting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
18	<p>Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.</p> <p>(a) A scanned copy of the Registration Form bearing the stamp and signature of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.</p> <p>After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which</p>



	<p>they wish to vote on. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.</p> <p>(c) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.</p> <p>(d) Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer (cspmathukumaran@gmail.com) with a copy to the mail (mail@wellnessnoni.net) and to the RTA (kandhimathi@cameoindia.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.</p>
19	<p>If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022- 23058543) or Mr. Rakesh Dalvi (022-23058542)</p>
20	<p>All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43</p>

Process for those shareholders whose email addresses are not registered with the depositories or obtaining login credentials for e-voting for the resolutions proposed in this Notice:

1. For Physical shareholders: Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) through email.

2. For Demat shareholders: Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (selfattested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) through email. The above documents need to be sent to the email address of the Company / RTA viz: mail@wellnessnoni.net/ kandhimathi@cameoindia.com

Instructions for shareholders attending the AGM through VC / OAVM are as under:

1. Shareholders will be provided with a facility to attend the AGM through VC / OAVM through the CDSL e-Voting system. Shareholders may access the same at [https:// www.evotingindia.com](https://www.evotingindia.com) under shareholders / members login by using the remote e-voting credentials. The link for VC / OAVM will be available in shareholder / members login where the EVSN of Company will be displayed.



2. Shareholders are encouraged to join the Meeting through Laptops / Desktop / IPads for better experience.
3. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable WiFi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 03 days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at mail@wellnessnoni.net. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 03 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at mail@wellnessnoni.net.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.

Instructions for Shareholders for E-Voting During the AGM are as Under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

INFORMATION PURSUANT TO REGULATION 36 AND 26(4) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARDS.

Item Number 2 : To appoint a Director in the place of Shri. Yakub Ashrafali (DIN- 02520292) who retires by rotation and being eligible, offers herself for re-appointment.

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. 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 appointed as Executive director in the 27th AGM of the Company.

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 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.

Item Number 3 - Appointment of Statutory Auditors

A. Proposed fees payable to the Statutory Auditor(s)

(i) For the FY 2020-21 - at a remuneration as mutually agreed to between the Board (including Committee thereof) and the Statutory Auditor.

(ii) From the FY 2021 onwards, at a remuneration as mutually agreed to between the Board (including Committee thereof) and the Statutory Auditor.

B. Terms of Re-appointment

Appointment is for the period of five years from the conclusion of 28th Annual General Meeting until the conclusion of 33rd Annual General Meeting.

C. Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change

Not Applicable and no material change in the fees applicable as compared to the original appointment.

D. Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed

A. John Moris & Co., Chartered Accountants, Statutory Auditors have conducted the statutory audit of the company for the FY 2019-20 and their performance was found to be satisfactory. Before recommending their appointment, the Committee considered various parameters such as capability to serve a diverse and complex business landscape with expertise with respect of wellness industry as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found them suitable to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

A. John Moris & Co., Chartered Accountants, is a Firm Registered with the ICAI, with Firm Registration No. 007220S. A. John Moris & Co., has a strong national presence having 18 offices in India. A. John Moris & Co., have given their consent to act as the Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under the Act and LODR Regulations. The firm was established in the year 1996 and it has 24 Partners.



ANNEXURE A

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31st March 2020

[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 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (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 updated the its website and mandatory information required to be updated as per provisions of the Act and SEBI LODR Regulations 2015.
2. 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.
3. 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.
4. the Company has not filed the e-form with the Registrar of Companies for resignation of Company Secretary.
5. 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:

1. Mr. Perumal Varadharaj (DIN: 08713201) and Mr. Anthony Siluvai Raj Georgia Silvus Bena (DIN: 08713886) was appointed as an Independent Directors - Additional Directors on the Board of the Company on 11th March 2020.

2. M/s. Swaroop Anand & Co., Statutory Auditors resigned from the Company on 21st December 2019.

3. Mr. A.Arunachalam, (DIN 03497774) was resigned from the post of an Independent Director of the company.

4. The Company Secretary of the Company Ms. Suganya Ramamoorthy resigned from the Company.

5. Mr. Rajalingam Rajarajan was appointed as Whole Time Director of the Company with effect from 28/09/2019 and resigned from the post of Director with effect from 23/10/2019.

6. Mr. Yakub Ashraf Ali appointed a Whole Time Director of the Company with effect from 28/09/2019.

DUSMANTA KUMAR BARICK
Company Secretary in Practice

Place : Chennai

Date : 30th November 2020

ACS No. 28512

C P No.: 17071

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.

DUSMANTA KUMAR BARICK
Company Secretary in Practice
ACS No. 28512
C P No.: 17071

Place : Chennai

Date : 30th November 2020

**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	10/26/1992
3.	Name of the Company	M/s. Wellness Noni Ltd
4.	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES INDIAN NON-GOVERNMENT COMPANY
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	YES, 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.

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 of of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Divine Noni Fruit Juices	20099000	100

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES:

S. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
NIL					



IV. SHARE HOLDING PATTERN									
(Equity share capital breakup as percentage of total equity)									
(i) Category-wise Share Holding									
Category of Shareholders	No. of Shares held at the end of the year i.e 31.03.2019				No. of Shares held at the end of the year i.e 31.03.2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	-	-	-	-	-	-	-	
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	1,493,000	-	1,493,000	46.65%	995,200		995,200	31.10%	
e) Banks / FI									
f) Any other									
Sub Total (A) (1)	1,493,000	-	1,493,000	46.65%	995,200	-	995,200		
(2) Foreign									
a) NRI Individuals									
b) Other Individuals									
c) Bodies Corp.									
d) Any other									
Sub Total (A) (2)	-	-	-	-					
TOTAL (A)	1,493,000	-	1,493,000	46.65%	995,200	-	995,200	100.00%	
B. Public									
1. Institutions									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total (B)(1):-									
2. Non-									
a) Bodies Corp.									
i) Indian	118,600	121,400	240,000	7.50%	195,300	121,400	316,700	9.90%	
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	84,510	180,100	264,610	8.26%	223,310	312,400	535,710	16.74%	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	761,800	385,600	1,147,400	35.85%	1,094,300	252,600	1,346,900	42.09%	
c) Others (HUFs)	4,090	200	4,290	0.13%	4,090	200	4,290	0.13%	
Non Resident Indians									
Overseas Corporate Bodies									
Foreign Nationals									
Clearing Members	50,700	-	50,700	1.58%	1200	0	1,200	0.04%	
Trusts									
Foreign Bodies - D R									
Sub-total (B)(2):-									
Total Public (B)	1,019,700	687,300	1,707,000	53.30%	1,518,200	686,600	2,204,800	68.90%	
C. Shares held by Custodian for GDRs & ADRs									
Grand Total	2,512,700	687,300	3,200,000	100.00%	2,513,400	686,600	3,200,000	100.00%	

(ii) Shareholding of Promoter									
S.No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during 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	% of Shares Pledged / encumbered to total shares		
1	NONI BIOTECH PRIVATE LIMITED	1,493,000	46.65%	0.00	995,200	31.10%	0.00	15.55	
	Total	1,493,000	46.65%	0.00	995,200	31.10%	0.00	15.55	
(iii) Change in Promoters' Shareholding (please specify, if there is no change)									
NONI BIOTECH PRIVATE LIMITED	Particulars	Date	Reason	Shareholding at the beginning of the year		Shareholding at the end of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year			1,493,000	46.65%			1,493,000	46.65%
	Changes during the year		Sale of Shares during the year	497,800	15.55		NA		
	At the end of the year			995,200	31.10%			995,200	31.10%


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

S.No.	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	ANUSUYA M						
	At the beginning of the year			130000	4.06	130000	4.06
	Changes during the year						
	At the end of the year			130000	4.06	130000	4.06
2	STERLING INFOTECH LTD						
	At the beginning of the year			120,000	3.75%	120,000	3.75%
	Changes during the year						
	At the end of the year			120,000	3.75%	120,000	3.75%
3	ANDAL T						
	At the beginning of the year			115,900	3.62%	115,900	3.62%
	Changes during the year						
	At the end of the year			115,900	3.62%	115,900	3.62%
4	PURATHUR IGNATIUS ANTONY						
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year			110,600	3.46%	110,600	3.46%
	At the end of the year			110,600	3.46%	110,600	3.46%
5	BAY LIFE EXPORTS PRIVATE LIMITED						
	At the beginning of the year			100,000	3.13%	100,000	3.13%
	Changes during the year						
	At the end of the year			100,000	3.13%	100,000	3.13%
6	PRAKASH GOVIND VIBHANDIK						
	At the beginning of the year			77,000	2.41%	77,000	2.41%
	Changes during the year						
	At the end of the year			77,000	2.41%	77,000	2.41%
7	M R G NAGHESEN						
	At the beginning of the year			55,400	2.17%	55,400	2.17%
	Changes during the year						
	At the end of the year			55,400	2.17%	55,400	2.17%
8	RANGARAJAN B						
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year			60,900	1.90%	60,900	1.90%
	At the end of the year			60,900	1.90%	60,900	1.90%
9	SRINIVASAN BALAJI						
	At the beginning of the year			59,500	1.86%	59,500	1.86%
	Changes during the year						
	At the end of the year			59,500	1.86%	59,500	1.86%
10	BINO VARGHESE						
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year		Transfer	59,300	1.85%	59,300	1.85%
	At the end of the year			59,300	1.85%	59,300	1.85%

V. INDEBTEDNESS				
Indebtedness of the Company including interest outstanding/accrued but not due for payment.				
				(Amt. Rs.)
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
* Addition				
* Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL							
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:							
S.N.	Particulars of Remuneration		Name of MD/WTD/ Manager				Total Amount (Rs)
	Name	Designation	Managing Director	WTD	WTD	WTD	
1	Gross salary (a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17 (2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17 (3) Income- tax Act, 1961		-	-	-	-	-
2	Stock Option		-	-	-	-	-
3	Sweat Equity		-	-	-	-	-
4	Commission - as % of profit - others, specify		-	-	-	-	-
5	Others, please specify		-	-	-	-	-
	Total (A)		-	-	-	-	-
	Ceiling as per the Act		NA				
B. Remuneration to other Directors							
S.No.	Particulars of Remuneration		Total Amount (Rs)				
1	Independent Directors						
	Fee for attending board committee meetings						
	Commission						
	Others, please specify						
	Total (1)						
2	Other Non-Executive Directors						
	Fee for attending board committee meetings						
	Commission						
	Others, please specify (Salary)						
	Total (2)						
	Total (B) = (1+2)						
	Total Managerial Remuneration						
	Overall Ceiling as per the Act						NA

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

S.No.	Particulars of Remuneration		Name of Key Managerial Personnel				Total Amount (Rs)
	Name	Designation	CEO	CFO	CS	CS	
	Gross salary						
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961						-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961						-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961						-
1	Stock Option						
2	Sweat Equity						
3	Commission						
4	- as % of profit						
5	- others, specify						
	Others, please specify						
	Total						

* Resigned with effect from 09.02.2018

** Appointed as CS with effect from 09.03.2018

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year 2016-17

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY : NIL					
Penalty					
Punishment					
Compounding					
B. DIRECTORS : NIL					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT : NIL					
Penalty					
Punishment					
Compounding					

Place :Chennai

Date : 30-11-2020

**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 28th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended 31st March 2020.

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

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

Particulars	For the financial period ended 31-03-2020 (Rs.)	For the financial period ended 31-03-2019 (Rs.)
Revenue From Operations	6,87,77,995/-	8,79,28,812 /-
Other Income	59,435/-	18,800 /-
Total Income	6,88,37,430 /-	8,79,47,612 /-
Total expenses	6,31,57,635 /-	8,03,64,379 /-
Tax expense:	15,42,849 /-	0
(1) Current tax	15,80,119 /-	-1992919-
(2) Deferred tax	-37270/-	-9874/-
Profit (Loss) for the period from continuing operations	41,36,947/-	55,80,439 /-

2. Turn over & Review of Operation:

The tough and challenging business environment continued during the year 2019-20 as well. During the current year, the Company achieved a turnover of Rs. 687.77 Lakhs as against Rs. 879.28 lakhs during the same period of previous year. This generated an overall net profit of Rs. 41.36 Lakhs for the financial year under review. 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 2020.

5. Deposits:

The Company has not accepted deposits falling within the ambit of Chapter V of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014 during the year. There were no outstanding deposits at the end of the year.

6. Listings

Your Company is listed on BSE Ltd, Mumbai.

7. Share Capital

The paid up equity share capital as on March 31, 2020 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, the Company has not issued any Equity Shares, Sweat Equity Shares, Employee Stock Option and not called for Buy back of Shares during the financial year.

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, 2020 and the date of this Directors' Report.

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

During the financial year 2019-20, the company neither acquired nor became the subsidiary. There are no associate companies or joint venture companies within the meaning of section 2(6) of the Companies Act, 2013 ("Act"). Also there has been no material change in the nature of the business of the subsidiaries.

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 2020, the Board of Directors of the company comprises of a Managing Director who is a professional director of the company, One Executive Director and Three Independent Directors. The Company also has Two Women Directors which include One Independent Director.

B. Induction and Resignation of Directors

During the year, Mr. Perumal Varadharaj (DIN: 08713201) and Mr. Anthony Siluvai Raj Georgia Silvas Bena (DIN: 08713886) was appointed as an Independent Directors & Additional Directors on the Board of the Company on 11th March 2020 on the recommendation of the Nomination and Remuneration Committee of the Board. The appointment of Mr. Perumal Varadharaj (DIN: 08713201) and Mr. Anthony Siluvai Raj Georgia Silvas Bena (DIN: 08713886) has been confirmed by the shareholder at the Extraordinary general meeting held on 22nd August 2020.

Mr. A.Arunachalam, (DIN 03497774) was resigned from the post of an Independent Director of the company with effect from 14th August 2019.

Mr. Rajalingam Rajarajan was appointed as Whole Time Director of the Company with effect from 28th September 2019 and resigned from the post of Director with effect from 23rd October 2019.

Mr. Yakub Ashraf Ali was appointed as Whole Time Director of the Company with effect from 28th September 2019.

C. RETIRING BY ROTATION

In terms of Section 152 of the Companies Act, 2013, Shri. Yakub Ashrafali (DIN- 02520292) liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment. The Board of Directors have recommended the re-appointment of Shri. Yakub Ashrafali (DIN- 02520292) 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. Yakub Ashrafali (DIN- 02520292) as whole Time Director as more fully set out in Item No. 2 of the Notice of the AGM.

D. Changes in Directors and Key Managerial Personnel

Smt. Suganya Ramamoorthy was resigned as Company Secretary of the Company.

Mr. A.Arunachalam, (DIN 03497774) was resigned from the post of an Independent Director of the company with effect from 14th August 2019.

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.

F 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 2020, the Audit Committee of the Company comprises of the following members:

Mrs. S. Kala - Chairman & Executive Director

Shree Kalaivani - Member and Independent Director

Shree Perumal Varadharaj - Member and Independent Director

Nomination and Remuneration Committee

As on 31st March 2020, the Nomination and Remuneration Committee comprises of Shree Kalaivani as the chairperson of the committee and Shree Perumal Varadharaj and Mr. Anthony Siluvai Raj Georgia as the Members of the committee.

Shareholders Relationship Committee

As on As on 31st March 2020 Shareholders Relationship Committee comprises of Mr. Perumal Varadharaj as the chairman of the committee and Shree Kalaivani and Mr. Anthony Siluvai Raj Georgia as the Members of the committee

13. BOARD MEETINGS and COMMITTEE MEETINGS

The Board of Directors met 7 times during this financial year on 30/05/2019, 14/08/2019, 20/12/2019, 06/01/2020, 31/01/2020, 14/02/2020 and 11/03/2020. The maximum interval between any two meetings did not exceed 120 days.

Name of the Directors	Attendance at Board Meeting	Attendance at last AGM (28th September 2019)
S. Kala	5	1
Perumal Varadharaj	1	0
Shreekalaivani	5	1
Anthony Siluvai Raj Georgia Silvus Benata	1	0
Y. Ashraf Ali	5	1

Audit Committee also met 7 times during this financial year on 30/05/2019, 14/08/2019, 20/12/2019, 06/01/2020, 31/01/2020, 14/02/2020 and 11/03/2020.

Name of the Directors	Attendance at Board Meeting	Attendance at last AGM	Attendance at Audit Committee
S. Kala	5	1	5
Perumal Varadharaj	1	0	1
Shreekalaivani	5	1	5

Nomination and Remuneration Committee met 3 times on 14/08/2019, 14/02/2020 and 11/03/2020.

Name of the Directors	Attendance at Board Meeting	Attendance at last AGM	Attendance at Nomination and Remuneration Committee
Shreekalaivani	5	1	3
Perumal Varadharaj	1	1	1
Anthony Siluvai Raj Georgia Silvus Benata	1	1	1

The Shareholders Relationship Committee met on 30th May 2019.

Independent Directors met once during this financial year on 11th March 2020.

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

The company has not transferred any amounts to the reserves during the year under review.

15. 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.

16. 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, 2020 the Board consists of 5 Directors, 3/5th of them being independent directors. It comprises the managing director and an executive director both being promoters and 3 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.

17. 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.

18. 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 2020.

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.

19. Auditors

M/s. A JOHN MORIS & CO., Chartered Accountants (Firm Registration No. 007220 S), was appointed as statutory auditor of the Company in the EGM held on 22nd August 2020, who holds office till the conclusion of the annual general meeting to be held in the year 2020. The Board of Directors recommended to the shareholders for the appointment of M/s. A JOHN MORIS & CO., Chartered

Accountants (Firm Registration No. 007220 S), as statutory auditor of the Company to hold office from the conclusion of the 28th annual general meeting until the conclusion of the 33rd annual general meeting to be held in the year 2025. As required under Section 139 of the Companies Act, 2013, the Company has obtained a written consent from M/s. A JOHN MORIS & CO., Chartered Accountants (Firm Registration No. 007220 S), 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.

20. Auditors' report

Reply to Auditors Emphasis of Matter as per their auditor's report:

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.

21. 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. K. Prabhakaran, Chartered 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.

22. Secretarial Audit Report

Your Board appointed Mr. Dusmanta Kumar Barick, Practising Company Secretary, of M/s. DKB & Associates to conduct secretarial audit of the Company for the financial year ended 31st March, 2020. The Report of M/s. DKB & Associates is provided in the Annexure forming part of this Report, pursuant to Section 204 of the Act.

23. Reply to qualification in the Secretarial Audit Report as follows

1. the Company has not filed the e-form with the Registrar of Companies for resignation of Company Secretary.

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

2. 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.

3. 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.

4. 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

5. 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. 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. 93,75,249/- 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.

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 2019-20 in lakhs	Remuneration paid FY 2018-19 in lakhs	Increase in remuneration from previous year in lakhs	Ratio/Times per Median of employee remuneration
1	S. Kala	Managing Director	11	6.50	4.50	5.95%
2	Y. Ashraf Ali	Whole Time Director	7.14	1.04	6.1	3.86%
3	B. Rangarajan*	CFO	2.39	2.93	0.54	-
4	Suganya Ramamoorthy*	Secretary	2	1.5	0.5	-

* Paid till October 2019

32. Particulars of Employees :

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

The company has appointed Mr. Anthony Siluvai Raj Georgia Silvus Benata and Mr. Perumal Varadharaj as Independent 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, 2020, 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 C. 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 : 30-11-2020

By Order of the Board

Place : Chennai

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	Management Discussions And Analysis Report
D	Other Annexure to the Directors' Report

ANNEXURE C**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 2019-20. 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. 687.77 Lakhs during the current year as against Rs. 879.28 lakhs during the same period of previous year and this generated an overall net profit of Rs. 41.36 Lakhs for the financial year under review.

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.

The outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. In many countries, businesses are being forced to cease or limit their operations for long or indefinite periods of time. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing and closures of non-essential services have triggered significant disruptions to businesses worldwide, resulting in an economic slowdown.

COVID-19 is significantly impacting business operation of the companies, by way of interruption in production, supply chain disruption, unavailability of personnel, closure / lockdown of production facilities etc. On March 24, 2020, the Government of India ordered a nationwide lockdown for 21 days which further got extended till May 3, 2020 to prevent community spread of COVID-19 in India resulting in significant reduction in economic activities.

In assessing the recoverability of Company's assets such as loans, intangible assets, Goodwill, Trade receivable etc. the Company has relied upon various internal and external information. The Company has performed sensitivity analysis on the assumptions used basis the internal and external information / indicators of future economic conditions and the Company expects to recover the carrying amount of the assets.

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 31-3-2020. 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. 93,75,249/-.

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.

In assessing the recoverability of Company's assets such as loans, intangible assets, Goodwill, Trade receivable etc. the Company has relied upon various internal and external information. The Company has performed sensitivity analysis on the assumptions used basis the internal and external information /

indicators of future economic conditions and the Company expects to recover the carrying amount of the assets.

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 : 30-11-2020

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
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.
27th	2019	30, Ramappa Nagar Main Road, Perungudi	28-09-2020	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 : December 30, 2020

Time : 12.00 Noon.

Venue : Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

6. Financial Reporting 2018-19

Results for the quarter ending

June 30, 2020	-	By end of second week of August 2020
September 30, 2020	-	By end of second week of November 2020
December 31, 2020	-	By end of second week of February 2021
March 31, 2021	-	By end of May 2021



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 2019 to 31st March 2020

YEAR	Share Price		
	High	Low	Close
2019-20	14.09	9.63	9.63

CONTACT PERSONS FOR ENQUIRIES

Financial and Secretarial matters : Mrs. Kala S

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.

I, S. Kala, Managing Director 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, 2020 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

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, 2020, as envisaged in Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Place : Chennai
Date : 30-11-2020

By Order of the Board
for WELLNESS NONI LIMITED
Sd/-
S. Kala
Managing Director



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 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	No of shares	% of total shares of the company					
1	NONI BIOTECH PRIVATE LIMITED	1493000	46.6562	1493000	46.6562	0.0000	IN30226914703574	AAACW93842M	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

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

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		
—	—	—	—	—	—	—	—



A. John Moris & Co.,

Chartered Accountants

No.5 Lakshmipuram 1st Street, Devasigamani Road,

Royapettah, Chennai - 600 014

Phone: 044-28116003/4 Mobile: +919790780798

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 2020, 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.

A JOHN MORIS & CO.,
Chartered Accountants
Registration No. 007220 S

A John Moris
Membership No. 029424

Place : Chennai

Date : 30th November 2020



A. John Moris & Co.,
Chartered Accountants

No.5 Lakshmipuram 1st Street, Devasigamani Road,
Royapettah, Chennai - 600 014
Phone: 044-28116003/4 Mobile: +919790780798

INDEPENDENT AUDITOR'S REPORT

To

The Members of Wellness Noni Ltd,
Chennai - 600 096.

Report on the Financial Statements

We have audited the accompanying financial statements of the Wellness Noni Limited which comprise the Balance Sheet as at 31st March, 2020, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and notes to financial statements including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) issued by the Institute of Chartered Accountants of India (ICAI). Our responsibilities under those

1. Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with ethical requirements that are relevant to our audit of the financial statements in India, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	How our matter was addressed in the audit
<p>Litigation & Contingent Liabilities</p> <p>Assessment of Contingent liabilities in respect of certain litigations including Direct and Indirect Taxes and various other claims filed by other parties upon the Company not acknowledged as debts.</p> <p>The Company's assessment is supported by the facts of matter, their own judgment, past experience, and advices from legal and independent tax consultants wherever considered necessary. Accordingly, unexpected adverse outcomes may significantly impact the Company's reported profit and the Balance Sheet.</p> <p>We determined the above area as a Key Audit Matter in view of associated uncertainty relating to the outcome of litigations which requires application of judgment in interpretation of law. Accordingly, our audit was focused on analysing the facts of subject matter under consideration and judgments/ interpretation of law involved.</p>	<p>Our audit approach included :-</p> <ul style="list-style-type: none"> • Going through the current status of the tax litigations and contingent liabilities. • Examining the orders and/or communication received from various Tax Authorities/ Judicial forums and follow up action thereon; • Evaluating the merits of the subject matter under consideration with reference to the grounds presented therein and available independent legal / tax advice; and • Wherever required, reliance is placed on the opinion of legal and tax consultants.

Emphasis of Matter

- As brought in Report last year, according to the information and explanations given to us by Management, the Company carries an amount of Rs.1,27,16,580/- (Rupees One Crore Twenty-Seven Lakhs Sixteen Thousand Five Hundred and Eighty only) under Intangible Asset in Note 6 to Balance Sheet.

Other Matter

- We are unable to comment about the amount of Investments (both Quoted and Unquoted) in the books of Companies as we are not able to obtain sufficient and appropriate audit evidence. 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).

Information Other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance Report.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the Directors' Report, including annexure, if any, thereon, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible with respect to the preparation of these standalone 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

We report that the present report is based on the limited information, facts and inputs made available to us through electronic means by the bank management. We wish to highlight that due to the COVID 19 induced restrictions on physical movement and strict timelines, the audit team could not visit the branch and other offices for undertaking the required audit procedures as prescribed under ICAI issued standards on Auditing.



Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit we report that:

- a. We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit and have found them to be satisfactory;
- b. The transactions of the Company, which have come to our notice, have been within the powers of the Company; and
- c. We have not observed any financial transaction or matter which has adverse effect on the functioning of the Company.
- d. We do not have any qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith.

We further report that:

- e. 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.
- f. the Balance Sheet, the Profit and Loss Account and the Statement of Cash Flows dealt with by this report are in agreement with the books of account.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

For A. John Moris & Co.,
Chartered Accountants
Frn.: 007220S

Place: Chennai
Date: 25.11.2020

CA A John Moris
Managing Partner
M.No.: 029424



**ANNEXURE-'A' TO THE AUDITORS' REPORT
REPORT OF THE AUDITOR TO THE MEMBERS IN ACCORDANCE WITH THE
COMPANIES (AUDITORS' REPORT) ORDER 2016**

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.

(b) As explained to us, fixed assets are physically verified by the management at reasonable intervals, which, in our opinion, is reasonable looking to the size of the Company and the nature of its business. No material discrepancies were noticed on such verification.

(c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties included in fixed assets are held in the name of the Company.

2. a) The management has conducted the physical verification of inventory at reasonable intervals

b) The discrepancies noticed on physical verification of the inventory as compared to the books which has been properly maintained are not material.

3. According to the information and explanations given to us and on the basis of our examination of the books of account, it was observed that the Company has not granted any unsecured loans to parties listed in the register maintained under section 189 of the Companies Act, 2013. Hence, the said clause is not applicable.

4. According to the information and explanations given to us and on the basis of our examination of the books of account, it was observed that the Company has not made or diverted any funds by way of loans, investments, guarantees or security which are required to be listed in the register maintained under the provisions of section 185 and 186 of the Companies Act, 2013. Hence, the said clause is not applicable.

5. During the year the Company has not accepted any deposits from any person. As the same has to be complied with the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 of the Companies Act, 2013 and rules framed there under are not applicable.

6. As per information & explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for any of the activities of the Company.

7. (a) According to the records, the Company has been generally regular in depositing with appropriate authorities undisputed statutory dues including Investor Education and Protection Funds, Employees' State Insurance, Income Tax, Goods and Service Tax, Wealth Tax, Customs Duty, Cess and other applicable statutory dues during the year.

(b) 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).

8. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.



9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) or term loans during the year.

10. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud/misappropriation on or by the Company has been noticed or reported during the year.

11. According to the information and explanations given to us and the records of the Company examined by us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Sec 197 read with Schedule V to the Act.

12. The Company is not a chit fund or a Nidhi/ Mutual Benefit Fund/ Society. Accordingly, this paragraph of the Order is not applicable.

13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by applicable accounting standards.

14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment of shares, as mentioned under section 42 of the Companies Act, 2013. Hence, the said clause is not applicable.

15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with any of its directors as is mentioned in Section 192 of the Act. Hence, the said clause is not applicable.

16. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For A. John Moris & Co.,
Chartered Accountants
Frn.: 007220S

Place: Chennai
Date: 25.11.2020

CA A John Moris
Managing Partner
M.No.: 029424

ANNEXURE - 'B' TO THE AUDITORS' REPORT
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 31st, 2020 in conjunction with our audit of the 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 ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

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 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,

- i. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- ii. 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
- iii. 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 31st March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For A. John Moris & Co.,
Chartered Accountants
Ern.: 007220S

Place: Chennai
Date: 25.11.2020

CA A John Moris
Managing Partner
M.No.: 029424



PART I

WELLNESS NONI LTD

Villa No.2, 30, Ramappa Nagar Main Road, Perungudi, Chennai 600 096, Tamil Nadu.

BALANCE SHEET AS AT 31.03.2020

Particulars	Note No.	Figures as at the end of 31 March 2020 (Rs.)	Figures as at the end of 31 March 2019 (Rs.)
(1) ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	1	16,687,536	16,997,068
(b) Intangible Assets Under Development	1	12,716,580	12,716,580
(c) Investments	2	3,778,855	3,778,855
(d) Other Non-Current Assets	3	104,000	200,000
(2) Current assets			
(a) Inventories	4	1,876,800	1,731,000
(b) Financial Assets			
(i) Investments			
(ii) Trade receivables	5	12,254,370	8,564,439
(iii) Cash and cash equivalents	6	4,944,818	3,226,784
(iv) Bank balances other than (iii) above			
(v) Loans	7	201,198	289,500
(vi) Other Current Assets	8	1,232,500	650,000
(vii) Deferred Tax Assets	9	40,991	3721
Total Assets		53,837,648	48,157,947
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	10	32,000,000	32,000,000
(b) Other Equity	11	13,521,137	9,384,191



Wellness Noni Limited

L74990TN1992PLC023697

LIABILITIES

Non-current liabilities

Current liabilities

(a) Trade payables	12	5,288,033	2,666,374
(b) Other current Liabilities	13	1,230,597	1,659,783
(c) Provisions	14	1,797,881	2,447,598
Total Equity and Liabilities		53,837,648	48,157,947.01

See accompanying Notes to the Financial Statements

In terms of our report attached

For A John Moris & Co
Chartered Accountants
FRN 007220 S

For and on behalf of board of directors
WELLNESS NONI LIMITED

A John Moris
Managing Partner
M.No 029424

Director

Date :

Place :

**PART II****WELLNESS NONI LTD**

Villa No.2, 30, Ramappa Nagar Main Road, Perungudi, Chennai 600 096, Tamil Nadu.

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31.03.2020

Particulars	Note No.	Figures as at the end of 31 March 2020 (Rs.)	Figures as at the end of 31 March 2019 (Rs.)
I Revenue From Operations	15	68,777,995	87,928,812
II Other Income	16	59,435	18,800
III Total Income (I+II)		68,837,430	87,947,612
IV EXPENSES			
Cost of materials consumed			
Purchases of Stock-in-Trade	17	33,276,842	51,400,078
Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	18	-145,800	1,554,031
Employee benefits expense	19	6,918,693	4,186,642
Finance costs			
Depreciation and amortization expense	1	392,371	248,888
Other expenses	20	22,715,529	22,974,740
Total expenses (IV)		63,157,635	80,364,379
V Profit/(loss) before exceptional items and tax (I- IV)		5,679,796	7,583,232
VI Exceptional Items			
VII Profit/(loss) before tax (V-VI)		5,679,796	7,583,232
VIII Tax expense :		1,542,849.2	0
(1) Current tax		1,580,119	-1992919
(2) Deferred tax		-37270	-9874
IX Profit (Loss) for the period from continuing operations (VII-VIII)		4,136,947	5,580,439
X Profit/(loss) from discontinued operations		-	-
XI Tax expense of discontinued operations		-	-
XII Profit/(loss) from Discontinued operations (after tax) (X-XI)		-	-

**Wellness Noni Limited**

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XIII Profit/(loss) for the period (IX+XII)	4,136,947	5,580,439
XIV Other Comprehensive Income	0	0
A (i) Items that will not be reclassified to profit or loss		
(ii) Income tax relating to items that will not be reclassified to profit or loss		
B (i) Items that will be reclassified to profit or loss		
(ii) Income tax relating to items that will be reclassified to profit or loss		
XV Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and Other Comprehensive Income for the period)	4,136,947	5,580,439
XVI Earnings per equity share (for continuing operation):		
(1) Basic	1.29	1.74
(2) Diluted	1.29	1.74
XVII Earnings per equity share (for discontinued operation):		
(1) Basic	-	-
(2) Diluted	-	-
XVIII Earnings per equity share (for discontinued & continuing operations)		
(1) Basic	1.29	1.74
(2) Diluted	1.29	1.74

See accompanying Notes to the Financial Statements

For A John Moris & Co
Chartered Accountants
FRN 007220 S

For and on behalf of board of directors
WELLNESS NONI LIMITED

A John Moris
Managing Partner
M.No 029424

Director

Date :

Place :

**WELLNESS NONI LTD**

Villa No.2, 30, Ramappa Nagar Main Road, Perungudi, Chennai 600 096, Tamil Nadu.

Cash Flow Statement for the Year ending 31st March 2020

Statement of Cash Flows	31.03.20	31.03.2019
	Rs.	Rs.
Cash flows from operating activities:		
Profit before taxation	5,679,796	5,580,439
Adjustments for Non Cash Items:		
Depreciation	392,371	248,888
Deferred Tax		9,874
Working capital changes:		
(Increase) / Decrease in trade and other receivables	(3,689,931)	(7,926,439)
(Increase) / Decrease in inventories	(145,800)	1,554,031
Increase / (Decrease) in trade payables	2,621,658	2,533,376
Increase / (Decrease) in Other Current Liabilities	(429,186)	63,428
(Increase) / Decrease in Short Term Loans & Advances	88,302	(289,500)
(Increase) / Decrease in Long Term Loans & Advances	96,000	-
(Increase) / Decrease Other Current Assets	(582,500)	(650,000)
Increase / (Decrease) in Short Term Provision	(236,917)	1,428,758
Other Inflow:		
Cash generated from operations	3,793,792	2,552,855
Interest paid		-
Income taxes paid	1,992,919	-
Dividends paid		-
Net cash from operating activities	1,800,873.02	2,552,855
Cash flows from investing activities:		
Business acquisitions, net of cash acquired		-
Purchase of property, plant and equipment	(82,838)	(1,318,000)
Proceeds from sale of equipment / written off		-
Acquisition of portfolio investments		-
Investment income		-
Net cash used in investing activities	(82,838)	(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	1,718,035	1,234,855
Cash and cash equivalents at beginning of period	3,226,784	1,991,929
Cash and cash equivalents at end of period	4,944,818	3,226,784
As per our Report of even date attached		

For A John Moris & Co
Chartered Accountants
FRN 007220 S

For and on behalf of board of directors
WELLNESS NONI LIMITED

A John Moris
Managing Partner
M.No 029424

Director

STATEMENT OF CHANGES IN EQUITY
WELLNESS NON LIMITED

Statement of Changes in Equity for the period ended 31.03.2020

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Schedule: 1									
Property, Plant and Equipment									
S.No.	Particulars	Gross WDV Block					Depreciation Depn. for the year	Net Block (Rs.) W.D.V. as on 31.03.2020	W.D.V. as on 01.04.2018
		Original cost	As on 01.04.2019	Additions	Deletion	As on 31.03.2020			
I	Tangible Assets								
1	Land	15807500	15,807,500	-	-	15,807,500	-	15,807,500	15,807,500
2	Plant & Machinery	504635	69,402	-	-	69,402	12,897	56,505	71,177
3	Computers	66,200	-	36,432	-	36,432	1,469	34,963	3,310
4	Furniture & Fixtures	89,152	15,875	-	-	15,875	2,792	13,083	10,790
5	Office Equipment	149,182	7,824	1,087	-	8,911	-	8,911	7,824
6	Telephone Systems	43,823	348	37,219	-	37,567	894	36,673	348
7	Vehicles	918,000	840,198	-	-	840,198	217,443	622,755	840,198
II	Intangible Assets								
1	Software	541,554	255,922	8,100	-	264,022	156,875	107,147	255,922
2	Preliminary expenses	12,716,580	-	-	-	-	-	12,716,580	12,716,580
	Total	30,836,626	16,997,069	82,838	-	17,079,907	392,371	29,404,116	29,713,648

**WELLNESS NONI LTD**

Villa No.2, 30, Ramappa Nagar Main Road, Perungudi, Chennai 600 096, Tamil Nadu.

**STATEMENT OF PROFIT AND LOSS
FOR THE PERIOD ENDED 31.03.2020****2. NON-CURRENT INVESTMENTS**

S.No.	Particulars	Figures as at the end of 31 March 2020 (Rs.)	Figures as at the end of 31 March 2019 (Rs.)
A.	Equity Instrument - Quoted	2,778,855	2,778,855
B.	Equity Instrument - Unquoted	1,000,000	1,000,000
	Total	3,778,855	3,778,855

3. OTHER NON-CURRENT ASSETS

S.No.	Particulars	Figures as at the end of 31 March 2020 (Rs.)	Figures as at the end of 31 March 2019 (Rs.)
A.	Life Membership: Internat'l Society for Noni Science	94,000	200,000
B.	Fixed Deposit	10,000	
	Total	104,000	200,000

4. INVENTORIES

S.No.	Particulars	Figures as at the end of 31 March 2020 (Rs.)	Figures as at the end of 31 March 2019 (Rs.)
A.	Closing Inventories	1,876,800	1,731,000
	Total	1,876,800	1,731,000

5. TRADE RECEIVABLES

S.No.	Particulars	Figures as at the end of 31 March 2020 (Rs.)	Figures as at the end of 31 March 2019 (Rs.)
A.	Other Debts		
a)	Secured, Considered Good	-	
b)	Unsecured, Considered Good	12,254,370	8,564,439
c)	Doubtful	-	
	Total	12,254,370	8,564,439

6. CASH & CASH EQUIVALANTS

S.No.	Particulars	Figures as at the end of 31 March 2020 (Rs.)	Figures as at the end of 31 March 2019 (Rs.)
A. Balance with Bank			
In Current Accounts		4,541,026	2,720,508
In Deposit Accounts with maturity period upto 3months			-
B. Cheques, drafts on hand		-	
C. Cash on hand (as certified)		403,792	506,276
Total		4,944,818	3,226,784

7. SHORT-TERM LOANS AND ADVANCES

S.No.	Particulars	Figures as at the end of 31 March 2020 (Rs.)	Figures as at the end of 31 March 2019 (Rs.)
A. Advances to Employees		201,198	289,500
Total		201,198	289,500

8. OTHER CURRENT ASSETS

S.No.	Particulars	Figures as at the end of 31 March 2020 (Rs.)	Figures as at the end of 31 March 2019 (Rs.)
A. Postal Deposit		150,000	150,000
B. Rent- Deposits		1,000,000	500,000
C. Advance Tax		-	
D Loans and Advances		82,500	
Total		1,232,500	650,000

9. Deferred Tax Asset/Liability

Particulars	Amount
Opening WDV as per Companies Act	16,997,068
Opening WDV as per Income Tax Act	17,011,379
Difference	14,311
Opening Deferred Tax Asset	3,721
Closing WDV as per Companies Act	16,678,098
Closing WDV as per Income Tax Act	16,825,441
Difference	147,343
Closing Deferred Tax Asset	40,991
Additional Deferred Tax Asset to be created in this year	37,270

**WELLNESS NONI LTD**

Villa No.2, 30, Ramappa Nagar Main Road, Perungudi, Chennai 600 096, Tamil Nadu.

10 SHARE CAPITAL

S.No.	Particulars	Figures as at the end of 31 March 2020 (Rs.)	Figures as at the end of 31 March 2019 (Rs.)
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

11. RESERVES & SURPLUS

S.No.	Particulars	Figures as at the end of 31 March 2020 (Rs.)	Figures as at the end of 31 March 2019 (Rs.)
A.	Capital Reserve -	-	-
B.	Securities Premium Account	-	-
C.	Revaluation Reserve	-	-
D.	Surplus (Balance in Statement of Profit & Loss)		
	Balance brought forward from previous year	9,384,191	3,803,752
	Less: Carrying Value of assets whose useful lives are over	-	-
	Less: Adjustment towards Provision for Income Tax	-	-
	Add: Profit/(Loss) for the period as per Profit & Loss	4,136,947	5,580,439
	Total	13,521,137	9,384,191

12 TRADE PAYABLES

S.No.	Particulars	Figures as at the end of 31 March 2020 (Rs.)	Figures as at the end of 31 March 2019 (Rs.)
A.	Sundry Creditors	5,288,033	2,666,374
		5,288,033	2,666,374

13. OTHER CURRENT LIABILITIES

S.No.	Particulars	Figures as at the end of 31 March 2020 (Rs.)	Figures as at the end of 31 March 2019 (Rs.)
A.	Duties & Taxes	1,107,986	1,164,607
B.	TDS Payable	20,376	334,575
C.	GST Payable	102,235	160,602
D.	Advance Received From Customer	-	-
E.	Other Expenses Payable	-	-
	Total	1,230,597	1,659,783

14. SHORT TERM PROVISIONS

S.No.	Particulars	Figures as at the end of 31 March 2020 (Rs.)	Figures as at the end of 31 March 2019 (Rs.)
A	Audit Fees Payable 110,000	110,000	
B	Salary Payable 107,762	344,679	
C	Provision for Income Tax	1,580,119	1,992,919
	Total	1,797,881	2,447,598

15. REVENUE FROM OPERATIONS

S.No.	Particulars	Figures as at the end of 31 March 2020 (Rs.)	Figures as at the end of 31 March 2019 (Rs.)
A.	Sale of Products	68,777,995	87,928,812
B.	Sale of Services	-	-
	Total	68,777,995	87,928,812

16. OTHER INCOME

S.No.	Particulars	Figures as at the end of 31 March 2020 (Rs.)	Figures as at the end of 31 March 2019 (Rs.)
A.	Interest from Bank	22,798	
B.	Cash on delivery and Shipping Charges	17,147	18,800
C.	Insurance Claim	19,490	
	Total	59,435	18,800

17. PURCHASE OF STOCK IN TRADE :

S.No.	Particulars	Figures as at the end of 31 March 2020 (Rs.)	Figures as at the end of 31 March 2019 (Rs.)
A.	Purchase of Stock in Trade	33,276,842	51,400,078
	Total	33,276,842	51,400,078

18. CHANGES IN INVENTORY

S.No.	Particulars	Figures as at the end of 31 March 2020 (Rs.)	Figures as at the end of 31 March 2019 (Rs.)
A.	Opening Stock of Stock in Trade (As certified by the Management)	1,731,000	3,285,031
	Less:		
B.	Closing Stock of Stock in Trade (As certified by the Management)	1,876,800	1,731,000
	Total	(145,800)	1,554,031

19. EMPLOYEE BENEFITS EXPENSE:

S.No.	Particulars	Figures as at the end of 31 March 2020 (Rs.)	Figures as at the end of 31 March 2019 (Rs.)
A.	Staff Salaries	5,314,604	3,168,611
B.	Staff Welfare Expenses 684,855	574,846	
C.	Employer Contribution-PF	245,446	225,055
D.	Employer Contribution-ESI	54,379	81,031
E.	Bonus & Incentives 619,409	137,099	
	Total	6,918,693	4,186,642

20. OTHER EXPENSES

S.No.	Particulars	Figures as at the end of 31 March 2020 (Rs.)	Figures as at the end of 31 March 2019 (Rs.)
1.	Sales Commission	8,931,959	12,547,739
2.	Consultancy Charges	1,487,850	1,741,787
3.	Business Promotion	815,651	1,101,533

**Wellness Noni Limited**

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4. Rent	1,347,268	969,549
5. Bad debts		773,414
6. Travelling & Conveyance	1,088,360	738,089
7. Director Remuneration		650,000
8. Website Maintenance		525,000
9. Transport Charges	2,505,741	475,689
10. Telephone & Internet	244,081	440,996
11. Office Maintenance	1,429,881	420,914
12. Managing Director Rent Allowance		350,000
13. Petrol & Fuel	170,866	269,143
14. Listing Fees		250,000
15. Printing & Stationery	1,316,196	230,974
16. Postage & Courier	50,539	199,946
17. Vehicle Maintenance	306,494	192,413
18. Rates & Taxes	389,622	154,910
19. Statutory Audit Fees	115,000	110,000
20. Electricity Charges	208,204	108,535
21. Interest on Income Tax	220,212	106,200
22. Income Tax	490,128	-
23. Secretarial Audit Fees	119,750	100,000
24. Certification Charges		95,810
25. Computer Maintenance	26,800	76,660
Freight		67,695
Security Charges	238,301	65,740
Boarding & Lodging Expenses	103,379	52,324
Bank Charges	40,806	44,475
RTA Expenses		27,140
Interest on TDS	19,880	26,886
Legal Expenses	759,872	18,600
Donation		15,000
Custodial Charges		14,981
Advertisement Expenses 46,014		12,600
Scrutizier Fess		-
Meeting Expenses	39,375	-
membership fees	17,399	
Toll Charges	4,218	
Late filling Fee GST	21,836	-
Round off	40	-

**Wellness Noni Limited**

L74990TN1992PLC023697

Insurance	9,487	
Pooja expenses	150,320	
Total	22,715,529	22,974,740

Particulars		Current year
Profit/Loss attributable to Equity Shareholders	4,136,947	5,580,439
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 1.29	1.74	
Diluted Earning per Share 1.29	1.74	



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 EIGHTH ANNUAL GENERAL MEETING of the Company via Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), on Wednesday, December 30, 2020 at 12:Noon Indian Standard Time (IST)

.....

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

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
---------------------------------	---------	----------

Note : Please refer to the instructions printed under the Notes of the Notice of the 27th Annual General Meeting.

The e-voting period : The remote e-voting period commences at 9.00 A.M. on Saturday, December 26, 2020 and ends at 05.00 P.M on Tuesday, December 29, 2020.

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 :, or failing him

3. Name :

Address :

E-mail ID :

Signature :, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual general meeting of the company, to be held on Wednesday, December 30, 2020 at 12:Noon Indian Standard Time (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and at any adjournment thereof in respect of such resolutions as are indicated below:



Sr. No	Resolution	No. of Shares	Vote (Optional. See Note 2*)	
			For	Against
1	ORDINARY BUSINESS Adoption of Standalone financial statements of the Company for the financial year ended 31st March, 2020 and the reports of the Board of Directors' and Auditors' thereon.			
2	Appointment of a Director in the place of Shri. Yakub Ashrafali (DIN- 02520292) who retires by rotation and being eligible, offers herself for re-appointment			
3	Appointment of M/s. A JOHN MORIS & CO., Chartered Accountants (Firm Registration No. 007220 S) as a Statutory Auditors of the Company.			

Signed this day of 2020

Signature of shareholder :

Signature of Proxy holder(s) :

Affix
Revenue
Stamp

Note 1: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Note 2: *It is optional to indicate your preference. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



WELLNESS NONI LIMITED

(formerly RGN Securities and Holdings Ltd)

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